

GOLDCORP INC  
Form 424B3  
May 05, 2016  
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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-207371

**GOLDCORP INC.**

**20,000,000 Common Shares**

**DIVIDEND REINVESTMENT PLAN**

The Board of Directors of Goldcorp Inc. ( **Goldcorp** , the **Corporation** , **we** or **us** ) has approved the implementation of a dividend reinvestment plan (the **Plan** ) to provide holders of the common shares ( **Common Shares** ) of the Corporation with a simple and convenient method to purchase additional Common Shares by reinvesting cash dividends (less any applicable withholding tax). The Plan will be effective for dividends payable after May 11, 2016.

A Plan participant may obtain additional Common Shares by automatically reinvesting all or any portion of the cash dividends paid on Common Shares held by the Plan participant without paying any brokerage commissions, administrative costs or other service charges. Our dividends have historically been paid monthly on such dates as are determined by the Corporation's Board of Directors.

The Common Shares are listed on the Toronto Stock Exchange (the **TSX** ) under the symbol **G** and on the New York Stock Exchange (the **NYSE** ) under the symbol **GG** . On May 4, 2016, the closing price of the Common Shares on the TSX and the NYSE was CDN\$23.75 and US\$18.46, respectively.

The Common Shares acquired by the Plan agent (the **Agent** ) under the Plan will, at the sole option of the Corporation, either be Common Shares issued from the treasury of the Corporation (which may be issued with or without a discount to the Average Market Price, as defined below) (the **Treasury Purchase Shares** ) or be Common Shares acquired on the open market (the **Market Purchase Shares** ) through the facilities of the TSX, the NYSE, or any other stock exchange on which the Common Shares are listed (each, a **Listing Market** ), as applicable. The purchase price of Market Purchase Shares will be the average purchase price per Common Share (excluding brokerage commission, fees and all transaction costs) purchased by the Agent, on behalf of the Plan participants, on a Listing Market in respect of any Dividend Payment Date (as defined below). The purchase price of Treasury Purchase Shares purchased by the Agent, on behalf of Plan participants, will be the volume weighted average price of the Common Shares traded on a Listing Market on the five (5) trading days preceding the Dividend Payment Date (the **Average Market Price** ), less any discount to the Average Market Price (as determined by the Corporation in its sole discretion, such discount, if any, not to exceed 3%).

We cannot estimate anticipated proceeds from sales of Common Shares pursuant to the Plan, which will depend upon the market price of the Common Shares, the extent of shareholder participation in the Plan and other factors. We will not pay underwriting commissions in connection with the Plan but will incur costs of approximately US\$259,500 in connection with this offering.

**We urge you to carefully read the Risk Factors section beginning on page 3, where we describe risks associated with the Plan and our business and operations, before you make your investment decision.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offence.**

Our head office is located at Suite 3400, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8 and our registered office is located at Suite 2100, 40 King Street West, Toronto, Ontario, M5H 3C2.

The date of this prospectus is May 5, 2016

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**RISK FACTORS**

Before you decide to participate in the Plan and invest in the Common Shares, you should be aware of the following material risks in making such an investment. You should consider carefully these risk factors together with all risk factors and information included or incorporated by reference in this prospectus, including the risk factors set forth in our Annual Information Form and our Management's Discussion and Analysis, included in our Annual Report on Form 40-F, before you decide to participate in the Plan and purchase Common Shares. In addition, you should consult your own financial and legal advisors before making an investment.

*Risks Related to the Plan*

***You will not know the price of the Common Shares you are purchasing under the Plan at the time you authorize the investment or elect to have your dividends reinvested.***

The price of the Common Shares may fluctuate between the time you decide to purchase Common Shares under the Plan and the time of actual purchase. In addition, during this time period, you may become aware of additional information that might affect your investment decision. You may realize a loss in connection with the purchase of Common Shares. We may amend, suspend or terminate the Plan at any time, in our sole discretion.

**WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the informational requirements of the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the **Exchange Act**), and, in accordance with the Exchange Act, we also file reports with and furnish other information to the United States Securities and Exchange Commission (the **SEC**). Under the multi-jurisdictional disclosure system adopted by the United States, these reports and other information (including financial information) may be prepared, in part, in accordance with the disclosure requirements of Canada, which differ from those in the United States. Any document we file with or furnish to the SEC can be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or contact them at [www.sec.gov](http://www.sec.gov) for further information on the operation of the Public Reference Room. Our filings are also available electronically from the SEC's Electronic Document Gathering and Retrieval System (EDGAR) at [www.sec.gov](http://www.sec.gov) and on our website at [www.goldcorp.com](http://www.goldcorp.com).

We have filed under the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the **Securities Act**), a registration statement on Form F-3 relating to our Plan. This prospectus forms a part of the registration statement. This prospectus does not contain all of the information included in the registration statement, certain portions of which have been omitted as permitted by the rules and regulations of the SEC. You are encouraged to refer to the registration statement and the exhibits that are incorporated by reference into it for further information about us and the Common Shares. Statements contained in this prospectus describing provisions of the Plan are not necessarily complete, and in each instance reference is made to the copy of the Plan which is included as an exhibit to the registration statement, and each such statement in this prospectus is qualified in all respects by such reference.

**DOCUMENTS INCORPORATED BY REFERENCE**

We incorporate by reference the following documents we filed under the Exchange Act with the SEC:

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1. Our Annual Report on Form 40-F for the fiscal year ended December 31, 2015, filed with the SEC on March 30, 2016 (the **Annual Report on Form 40-F** );
2. Our Current Reports on Form 6-K furnished to the SEC on March 24, 2016 and April 28, 2016 (excluding Exhibits 99.3 and 99.4); and

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3. the description of the Common Shares contained in the F-10 (File No. 333-132612) filed with the SEC on May 9, 2006, including any amendment or report for the purpose of updating such description. In addition, all subsequent annual reports on Form 20-F, Form 40-F or Form 10-K, and all subsequent filings on Form 10-Q or Form 8-K, that we file pursuant to the Exchange Act prior to the termination of this offering, are hereby incorporated by reference into this prospectus. Also, we may incorporate by reference our future reports on Form 6-K subsequent to the date of this prospectus by stating in the Form 6-K that they are being incorporated by reference into this prospectus.

Any statement contained in this prospectus or in a document (or part thereof) incorporated by reference, or deemed to be incorporated by reference, in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in the prospectus or in any subsequently filed document (or part thereof) that also is, or is deemed to be, incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document which it modifies or supersedes.

Any person to whom a prospectus is delivered, including any beneficial owner, may obtain without charge, upon written or oral request, a copy of the Plan or of any of the documents incorporated by reference herein, except for the exhibits to such documents unless such exhibits are specifically incorporated by reference in such documents. Requests should be directed to: Anna M. Tudela, Vice President, Diversity, Regulatory Affairs and Corporate Secretary of Goldcorp, at Suite 3400, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8 (telephone: 604-696-3000).

## **ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES**

We are a corporation incorporated under and governed by the *Business Corporations Act* (Ontario) ( **OBCA** ). Some of our officers and directors, and some of the experts named in this prospectus and the documents incorporated by reference herein, are Canadian residents, and many of our assets or the assets of our officers and directors and experts are located outside the United States. We have appointed an agent for service of process in the United States, but it may be difficult for United States investors to effect service within the United States upon those directors, officers and experts who are not residents of the United States. It may also be difficult for United States investors to realize in the United States upon judgments of courts of the United States predicated upon our civil liability and the civil liability of our officers and directors and experts under the United States federal securities laws or the securities law of any state of the United States.

We have been advised by our Canadian counsel, Cassels Brock & Blackwell LLP, that a judgment of a United States court predicated solely upon civil liability under United States federal securities laws would probably be enforceable in Canada if the United States court in which the judgment was obtained has a basis for jurisdiction in the matter that would be recognized by a Canadian court for the same purposes. We have also been advised by Cassels Brock & Blackwell LLP, however, that there is substantial doubt whether an action could be brought in Canada in the first instance on the basis of liability predicated solely upon United States federal securities laws.

We have appointed CT Corporation System, 111 Eighth Avenue New York, New York 10011 (800) 223-7567 as our agent in the United States upon which service of process against us may be made in any action based on this prospectus.



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**FORWARD-LOOKING STATEMENTS**

This prospectus, and certain documents incorporated by reference in this prospectus, contain forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act, the Private Securities Litigation Reform Act of 1995 (the PSLRA ) or in releases made by the SEC, all as may be amended from time to time, and forward-looking information within the meaning of applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of the Corporation. The following cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the safe harbor provisions of such laws. Forward-looking statements include, but are not limited to, statements with respect to:

the future price of gold, silver, copper, lead and zinc;

the estimation of mineral reserves and mineral resources;

the realization of mineral reserve estimates;

the timing and amount of estimated future production;

costs of production;

targeted cost reductions;

capital expenditures;

free cash flow;

costs and timing of the development of new deposits;

success of exploration activities;

permitting time lines;

hedging practices;



currency exchange rate fluctuations;

requirements for additional capital;

government regulation of mining operations;

environmental risks;

unanticipated reclamation expenses;

timing and possible outcome of pending litigation;

title disputes or claims; and

limitations on insurance coverage.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as plans , expects , is expected , budget , scheduled , estimates , forecasts , intends , anticipates , believe comparable language of such words and phrases or statements that certain actions, events or results may , could , would , should might or will , occur or be achieved or the negative connotation thereof.

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Forward-looking statements are necessarily based upon a number of factors and assumptions that, if untrue, could cause the actual results, performances or achievements of the Corporation to be materially different from future results, performances or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Corporation will operate in the future, including the price of gold, anticipated costs and ability to achieve goals. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements include, among others:

gold price volatility;

discrepancies between actual and estimated production;

mineral reserves and mineral resources and metallurgical recoveries;

mining operational and development risks;

litigation risks;

regulatory restrictions (including environmental regulatory restrictions and liability);

changes in national and local government legislation, taxation, controls or regulations and/or change in the administration of laws, policies and practices;

expropriation or nationalization of property and political or economic developments in Canada, the United States and other jurisdictions in which we carry on business, or may carry on business in the future;

delays, suspensions or technical challenges associated with capital projects;

higher prices for fuel, steel, power, labour and other consumables;

currency fluctuations;

the speculative nature of gold exploration;

the global economic climate;

dilution;

share price volatility;

competition;

loss of key employees;

additional funding requirements; and

defective title to mineral claims or property.

Although the Corporation believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward looking statements, including but not limited to:

risks related to the integration of acquisitions;

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risks related to international operations, including economic and political instability in foreign jurisdictions in which the Corporation operates;

risks related to current global financial conditions;

risks related to joint venture operations;

actual results of current exploration activities;

actual results of current reclamation activities;

environmental risks;

conclusions of economic evaluations;

changes in project parameters as plans continue to be refined;

future prices of gold, silver, copper, lead and zinc;

possible variations in ore reserves, grade or recovery rates;

failure of plant, equipment or processes to operate as anticipated;

mine development and operating risks;

accidents, labour disputes and other risks of the mining industry;

delays in obtaining governmental approvals or financing or in the completion of development or construction activities;

risks related to indebtedness and the service of such indebtedness; and

those factors discussed in the sections entitled **Risk Factors** in this prospectus and incorporated by reference in this prospectus.

Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements contained in this prospectus are made as of the date of those statements and, accordingly, are subject to change after such date. Except as otherwise indicated by the Corporation, these statements do not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Corporation's operating environment. The Corporation does not intend or undertake to publically update any forward-looking statements that are included in this document, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

### **Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources**

This prospectus and the documents incorporated by reference herein have been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws and uses terms that are not recognized by the SEC. The terms **Mineral Reserve**, **Proven Mineral Reserve** and **Probable Mineral Reserve** are Canadian mining terms as defined in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ( **CIM** ) **Definition Standards** adopted by CIM Council on May 10, 2014 (the **CIM Definition Standards** ) which were incorporated by reference in the Canadian Securities Administrators' **National Instrument 43-101 Standards of Disclosure for Mineral Projects** ( **NI 43-101** ). These definitions differ from the definitions in SEC Industry Guide 7 ( **SEC Industry Guide 7** ) under United States securities laws.

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In addition, the terms mineral resource, measured mineral resource, indicated mineral resource and inferred mineral resource are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Further, inferred mineral resources have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Under Canadian regulations, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists, or is or will be economically or legally mineable. Disclosure of contained ounces in a resource is permitted disclosure under Canadian regulations if such disclosure includes the grade or quality and the quantity for each category of mineral resource and mineral reserve; however, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this prospectus containing descriptions of the Corporation's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

## **DESCRIPTION OF THE BUSINESS**

We are a leading gold producer engaged in the operation, exploration, development, and acquisition of precious metal properties in Canada, the United States, Mexico, and Central and South America. Our current sources of operating cash flows are primarily from the sale of gold, silver, copper, lead and zinc. Our primary mineral properties, in which we or our subsidiaries hold a direct interest, by jurisdiction, are as follows:

### **Canada**

a 100% interest in the Red Lake gold mines;

a 100% interest in the Éléonore gold mine;

a 100% interest in the Porcupine gold mines;

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a 100% interest in the Musselwhite gold mine; and

a 100% interest in the Borden gold project.

**Latin America**

a 100% interest in the Peñasquito gold-silver-lead-zinc mine in Mexico;

a 100% interest in the Los Filos gold-silver mine in Mexico;

a 100% interest in the Noche Buena gold-silver project in Mexico;

a 100% interest in the Camino Rojo gold-silver project in Mexico;

a 40% interest in the Pueblo Viejo gold-silver-copper mine in the Dominican Republic;

a 100% interest in the Cerro Negro gold-silver project in Argentina;

a 37 ½% interest in the Bajo de la Alumbrera gold-copper mine in Argentina;

a 100% interest in the Marlin gold-silver mine in Guatemala;

a 100% interest in the Cerro Blanco gold-silver project in Guatemala; and

a 50% interest in the Corridor gold-copper project in Chile.

Our principal product is gold doré with the refined gold bullion sold primarily in the London spot market. As a result, we will not be dependent on a particular purchaser with regard to the sale of the gold doré. In addition to gold, we also produce silver, copper, lead and zinc primarily from concentrate produced at the Peñasquito Mine and the Alumbrera Mine, which is sold to third party refineries.

**USE OF PROCEEDS**

The net proceeds from the sale of the Common Shares will be principally used for general corporate purposes. We have no basis for estimating precisely either the number of Common Shares that may be sold under the Plan or the prices at which such shares may be sold. The amount of proceeds that we will receive will depend upon the market price of the Common Shares, the extent of shareholder participation in the Plan and other factors.

**THE PLAN**

The following is a summary of the material attributes of the Plan. The summary does not purport to be complete and is subject to, and qualified in its entirety by, reference to the complete Plan that is filed as an exhibit to the registration statement of which this prospectus forms a part. The 20,000,000 Common Shares offered by this prospectus, if, as and when distributed, will be distributed pursuant to the Plan, which was approved on July 29, 2015 and will be effective for dividends payable after May 11, 2016. Capitalized terms used in this summary and not defined elsewhere shall have the meaning attributed to them in the Plan.



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### **Purpose of the Plan**

The Plan permits holders of the Common Shares to automatically reinvest all or any portion of the cash dividends paid on their Common Shares in additional Common Shares. Common Shares distributed under the Plan will, at the option of the Corporation, be acquired by the agent appointed to administer the Plan (the **Agent**) from the treasury of the Corporation or in the open market on a stock exchange, or a combination of both and, in each case, in the manner specified in the Plan.

### **Notice to Non-registered Beneficial Shareholders**

Non-registered beneficial shareholders of the Common Shares (*i.e.* shareholders who hold their Common Shares through a Nominee (defined below)) should consult with that Nominee to determine the procedures for participation in the Plan. The administrative practices of such Nominees may vary and accordingly the various dates by which actions must be taken and documentary requirements set out in the Plan may not be the same as those required by the Nominee. There may be a fee charged by some Nominees to non-registered beneficial shareholders in respect of matters related to the Plan, which will not be covered by the Corporation or the Agent. Where a beneficial owner of Common Shares wishes to enroll in the Plan through a CDS (defined below) participant in respect of Common Shares registered through CDS, appropriate instructions must be received by CDS from the CDS participant not later than such deadline as may be established by CDS from time to time, in order for the instructions to take effect on the Dividend Payment Date (defined below) to which that dividend record date relates. Instructions received by CDS after their internal deadline will not take effect until the next following Dividend Payment Date. CDS participants holding Common Shares on behalf of beneficial owners of Common Shares registered through CDS must arrange for CDS to enroll such Common Shares in the Plan on behalf of such beneficial owners in respect of each Dividend Payment Date.

Plan participants that are non-registered beneficial shareholders may voluntarily terminate their participation in the Plan as of a particular record date for a Dividend Payment Date by notifying their Nominee sufficiently in advance of that record date. Plan participants should contact their Nominee for appropriate procedures. Beginning on the first Dividend Payment Date after such termination is effective, dividends to such non-registered beneficial shareholders will be made in cash. Any expenses associated with the preparation and delivery of a termination notice will be for the account of the Plan participant exercising its right to terminate participation in the Plan.

With respect to Plan participants that are non-registered beneficial shareholders, Common Shares purchased under the Plan from treasury or the open market will be credited by the Agent to CDS and CDS shall in turn, on a pro rata basis based on such Plan participants' respective entitlement to the dividends used to purchase Common Shares under the Plan, credit such Common Shares to the account of the applicable Nominee through whom such Plan participants hold Common Shares.

The crediting of fractional Common Shares in favor of non-registered beneficial shareholders who participate in the Plan through a Nominee will depend on the policies of that Nominee. A Plan participant that is a non-registered beneficial shareholder will receive, from his, her or its Nominee for tax reporting purposes, confirmations of the number of Common Shares issued to such Plan participant under the Plan in accordance with the Nominee's usual practice.

### **Participation in the Plan**

#### *Eligibility*

All registered and beneficial owners of Common Shares who are resident in Canada or the United States are eligible to participate in the Plan. The Common Shares are registered under the Securities Act and are offered for sale in both Canada and the United States. Shareholders that are resident in jurisdictions other than Canada or the United States can also participate in the Plan, subject to any restrictions of laws in such shareholder's jurisdiction of residence. Cash dividends to be reinvested for shareholders resident outside of Canada will be reduced by the amount of any applicable Canadian withholding taxes, as determined by the Corporation in its sole discretion.

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### *Enrollment Registered Shareholders*

Registered shareholders (other than Clearing and Depository Services, Inc. ( **CDS** ) or The Depository Trust Company ( **DTC** )) may enroll all or any portion of their Common Shares in Plan by completing a duly completed and executed enrollment form in the form provided by the Corporation and the Agent for this purpose (the **Enrollment Form** ), and sending it to the Agent at the address noted on the Enrollment Form. Enrollment Forms may be obtained from the Agent at any time by following the instructions on the Corporation's website at [www.goldcorp.com](http://www.goldcorp.com).

A duly and properly completed Enrollment Form must be received by the Agent not less than five (5) business days before the record date applicable to on any date fixed by the Board of Directors upon which a dividend is paid by the Corporation (such date, the **Dividend Payment Date** ). If the Enrollment Form is received by the Agent from a registered shareholder after that time, the Enrollment Form will not take effect on such Dividend Payment Date and will only take effect on the next occurring Dividend Payment Date. Instructions from CDS must be received by the Agent in accordance with the customary practices of CDS and as agreed by the Agent and the Corporation.

### *Enrollment Beneficial Owners of Common Shares*

CDS or any other Nominee (as defined below) will provide separate instructions to the Agent regarding the extent of its participation in the Plan on behalf of beneficial owners of Common Shares. Effective as of March 31, 2014, DTC no longer participates in dividend reinvestment plans for Canadian issuers. As a result, DTC participants will be required to withdraw their securities from DTC and deposit them with CDS or have them registered in customer name in order to participate in the Plan. A CDS participant must, on behalf of the non-registered beneficial shareholder, advise CDS of such shareholder's participation in the Plan by no later than a record date for a particular Dividend Payment Date (defined below). CDS will, in turn, notify the Agent no later than 2:00 p.m. (Toronto time) on the business day immediately following the record date of such shareholder's participation in the Plan.

Beneficial owners of Common Shares registered in the name of an intermediary, such as a financial institution, broker, or other nominee who holds Common Shares on behalf of a beneficial owner of Common Shares and who supports dividend reinvestment plans for Canadian issuers, including CDS (a **Nominee** ), may not directly enroll in the Plan in respect of those Common Shares, but must instead either (i) transfer the Common Shares into their own name and then enroll such Common Shares in the Plan directly as a registered shareholder, or (ii) make appropriate arrangements with the Nominee who holds their Common Shares to enroll in the Plan on their behalf.

Where a beneficial owner of Common Shares wishes to enroll in the Plan through a CDS participant in respect of Common Shares registered through CDS, appropriate instructions must be received by CDS from the CDS participant not later than such deadline as may be established by CDS from time to time, in order for the instructions to take effect on the Dividend Payment Date to which that dividend record date relates.

Instructions received by CDS after their internal deadline will not take effect until the next following Dividend Payment Date. CDS participants holding Common Shares on behalf of beneficial owners of Common Shares registered through CDS must arrange for CDS to enroll such Common Shares in the Plan on behalf of such beneficial owners in respect of each Dividend Payment Date.

Beneficial owners of Common Shares should contact the Nominee who holds their Common Shares to provide instructions regarding their participation in the Plan and to inquire about any applicable deadlines that the Nominee may impose or be subject to.

In its Enrollment Form or instructions from CDS, as applicable, participants will direct (or be deemed to direct, as applicable) the Corporation to credit the Agent with all cash dividends (less any applicable withholding taxes) payable in respect of Common Shares registered in the name of the participant that are enrolled in the Plan or held under the Plan for its account and will direct (or be deemed to direct, as applicable) the Agent to reinvest such cash dividends on such Common Shares registered in such participant's name or for such participant's account in Common Shares, in accordance with the Plan.

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### *Insiders and Employees*

Insiders and employees of the Corporation may elect to participate in the Plan; provided, however such persons may only submit an Enrollment Form and may only vary or terminate their participation in the Plan when they are not subject to a blackout period under the Corporation's Disclosure, Confidentiality and Insider Trading Policy.

### *Continued Enrollment*

Common Shares enrolled by a participant (other than CDS) in the Plan will remain enrolled in and will automatically continue to be enrolled in the Plan until such time as the Plan is terminated in accordance with the Plan. The Common Shares acquired under the Plan for the account of the participant who has enrolled all of its Common Shares in the Plan will automatically be enrolled in the Plan.

CDS or other Nominee will provide instructions to the Agent regarding the extent of its participation in the Plan, on behalf of beneficial owners of Common Shares, in respect of every Dividend Payment Date on which cash dividends otherwise payable to CDS as shareholder of record, are to be reinvested under the Plan.

Common Shares purchased by a participant outside of the Plan may not be automatically enrolled in the Plan. Participants are advised to contact the Agent to ensure such additional Common Shares are enrolled in the Plan.

### *Restrictions*

Subject to applicable law and regulatory policy, the Corporation reserves the right to determine, from time to time, a minimum number of Common Shares that a participant must hold in order to be eligible to participate in, or continue to participate in, the Plan. As of the date of the adoption of the Plan, the minimum holdings is one Common Share. The Corporation may also limit the maximum number of Common Shares that may be issued under the Plan. If issuing Common Shares under the Plan would result in the Corporation exceeding the limit and the Corporation determines not to issue Common Shares in respect of a particular Dividend Payment Date, participants will receive from the Agent cash dividends for the dividends that are not reinvested in Common Shares (without interest or deduction thereon, except for any applicable withholding taxes). The Corporation will be under no obligation to issue Common Shares to any participants under the Plan where the Corporation exceeds the maximum number of Common Shares that may be issued under the Plan. The Corporation will be under no obligation to issue Common Shares on a pro rata basis to participants under the Plan where the Corporation exceeds the maximum number of Common Shares that may be issued under the Plan. The Corporation is not required to facilitate market purchases of Common Shares for any dividends not reinvested due to a limit on the number of Common Shares issuable under the Plan.

### *Fees*

There is no brokerage commission payable by participants with respect to Common Share purchases under the Plan and all administrative costs of the Agent will be borne by the Corporation. A Plan participant will be responsible for brokerage commissions on a sale of Common Shares effected by the Agent on behalf of the Plan participant. Participants who enroll through Nominee or CDS may be subject to costs and charges by the Nominee or CDS.

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### **The Agent**

#### *Administration of the Plan*

CST Trust Company has been appointed to administer the Plan on behalf of the Corporation and the participants pursuant to the Plan and an agreement between the Corporation and the Agent. If CST Trust Company ceases to act as Agent for any reason, another successor agent will be appointed by the Corporation to act as Agent.

All funds received by the Agent under the Plan (which consist of cash dividends received from the Corporation less any applicable withholding taxes) will be applied to purchase Common Shares for Plan participants.

#### *Dealing in Corporation Securities*

The Corporation will not exercise any direct or indirect control over the price paid for Market Purchase Shares purchased under the Plan. The Corporation will determine which Listing Market will be used by the Agent for the purposes of purchasing Market Purchase Shares. The determination of the Average Market Price after any applicable discount in respect of Treasury Purchase Shares will be made by the Corporation and the Corporation will advise the Agent.

#### *Adherence to Regulation*

The Agent is required to comply with applicable laws, orders or regulations of any governmental authority which impose on the Agent a duty to take or refrain from taking any action under the Plan and to permit any properly authorized person to have access to and to examine and make copies of any records relating to the Plan.

#### *Resignation of Agent*

The Agent may resign as Agent under the Plan in accordance with the agreement between the Corporation and the Agent, in which case the Corporation will appoint another agent as the Agent. No resignation of the resigning Agent shall become effective until the successor Agent has executed an agreement accepting appointment as Agent.

### **Purchase of Common Shares under the Plan**

#### *Aggregation of Dividends*

On each Dividend Payment Date, the Corporation will pay all cash dividends payable on Common Shares enrolled in the Plan to the Agent. Those cash dividends, after deduction of any applicable withholding tax, will be aggregated and automatically used by the Agent to purchase Common Shares (including fractional Common Shares, calculated to three (3) decimal places) (the Plan Shares ) by way of a Treasury Purchase or a Market Purchase (as defined below) as determined by the Corporation in its sole discretion, in each case in the manner specified in the Plan, on behalf of participants.

#### *Fractional Shares*

Full reinvestment is possible under the Plan as the Agent will credit to the account of each participant, on each reinvestment made under the Plan, fractional Common Shares, calculated to three (3) decimal places, for any amount that cannot be reinvested in whole Common Shares. The rounding of any fractional interest is determined by the Agent in its sole discretion. The crediting of fractional Common Shares in favor of beneficial owners who participate

in the Plan through a Nominee will depend on the policies of that Nominee.

In certain events described in the Plan, a participant or its legal representative will be entitled to receive a cash payment of the value (less any applicable taxes) of any fractional Common Shares remaining in the participant's account. Upon such payment being sent to the participant or its legal representative, the participant's fractional Common Shares will be deemed to be cancelled.

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### *Purchase Date*

With respect to a Market Purchase, the Agent will acquire the applicable aggregate number of Market Purchase Shares, as soon as practicable after a Dividend Payment Date and in any event within three (3) trading days after the Dividend Payment Date unless otherwise directed by the Corporation.

With respect to a Treasury Purchase (as defined below), the Agent will purchase Treasury Purchase Shares from the Corporation's treasury during the Dividend Investment Period (as defined below).

### *Crediting of Accounts*

On the date of each Treasury Purchase or Market Purchase, the Plan Shares acquired by the Agent on such date will be credited to the accounts of the participants (or, in the case of CDS or other Nominee, credited by the Agent to CDS or such other Nominee which will each in turn credit the accounts of the applicable participants). The number of Treasury Purchase Shares or Market Purchase Shares or combination thereof comprising the Plan Shares acquired by the Agent on each date of acquisition, credited to each participant's account on each such date, shall be the number of Common Shares, including fractions computed to three (3) decimal places, which is equal to the cash dividends (less any applicable withholding taxes) reinvested on behalf of such participant divided by the purchase price for the Common Shares.

### *Source of Plan Shares*

The Plan Shares acquired by the Agent under the Plan will, at the sole option of the Corporation, either be Common Shares issued from the treasury of the Corporation (which may be issued with or without a discount to the Average Market Price) (a **Treasury Purchase**) or be Common Shares acquired on the open market through the facilities of a Listing Market (in each instance, a **Market Purchase**).

### *Price of Market Purchase Shares*

The Corporation does not control the price of Common Shares acquired under the Plan. The Average Market Price, in the case of a Market Purchase, will be the average price paid (excluding brokerage commissions, fees and all transaction costs) per Common Share (denominated in the currency in which the Common Shares trade on the applicable stock exchange) purchased by the Agent on behalf of participants on a Listing Market for all Common Shares purchased in respect of a Dividend Payment Date under the Plan. The determination of which Listing Market to be used for purposes of Market Acquisitions will be made by the Corporation.

### *Price of Treasury Purchase Shares*

The Average Market Price, in the case of a Treasury Purchase, at which the Agent will purchase new Common Shares will be the volume weighted average price of the Common Shares traded on a Listing Market on the five (5) trading days preceding the Dividend Payment Date, less any discount to the Average Market Price (as determined by the Corporation in its sole discretion, such discount, if any, not to exceed 3%).

## **Withdrawal and Disposition of Plan Shares**

### *Withdrawal of Plan Shares*



Registered shareholder participants who require a Common Share certificate but who do not wish to terminate participation in the Plan may obtain a certificate for any number of whole Common Shares held in their account by duly completing the withdrawal portion of the statement of account and delivering it to the Agent at least five (5) business days before a record date for a Dividend Payment Date. If notice is not received by the Agent at least five (5) business days before such record date, settlement of the registered shareholder participant's account will not commence until after the reinvestment has been completed. No certificate will be issued for a fraction of a Common Share. A certificate will generally be issued within three (3) weeks of receipt by the Agent of a participant's written request. A beneficial shareholder participant who holds Common Shares indirectly through a Nominee, should contact its Nominee where it requires a Common Share certificate.

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Plan accounts are maintained in the names in which the registered shareholder participants enrolled in the Plan. Certificates for whole Common Shares withdrawn from the Plan will be registered in exactly the same manner when issued.

Any subsequent dividends paid in respect of the new certificated Common Shares will be subject to reinvestment under the Plan pursuant to the current election of the Participant, so long as the Participant remains the owner of such Common Shares. The Common Shares remaining in a Participant's account will continue to have cash dividends reinvested pursuant to the Plan.

### *Disposition of Plan Shares*

Plan Shares may not be sold, pledged, hypothecated, assigned or otherwise disposed of or transferred. Participants who wish to sell, transfer, pledge, hypothecate, assign, or otherwise dispose of all or any portion of their Plan Shares must withdraw such shares from the Plan in the manner specified in the Plan prior to such sale, pledge, hypothecation, assignment, disposal or transfer.

### *Plan Shares Remaining in Plan*

If a participant withdraws less than all of their Plan Shares, the participation of the participant in the Plan will continue in respect of the Common Shares remaining in the Plan.

## **Termination of Enrollment**

The following provisions apply in respect of registered shareholder participants. Beneficial shareholders who are participants should contact their Nominee to determine the procedures for terminating their participation.

### *Termination by Participant*

Participation in the Plan may be terminated by completing the termination portion of a participant's statement of account and delivering it to the Agent, signed by the registered shareholder participant, at least five (5) business days before the record date for a Dividend Payment Date. If a participant wishes to sell Common Shares enrolled in the Plan, a participant must first withdraw the Common Shares from the Plan. A participant may request the sale of all or some of the Common Shares held for his or her account pursuant to the Plan by duly completing the termination portion of the voucher on the reverse side of the statement of account and delivering it to the Agent. In this event, the Agent will sell such Common Shares through a broker-dealer designated by the Agent, on consultation with the Corporation, from time to time. The participant will be charged a commission by the broker-dealer for the sale of the Common Shares, which commission will be deducted from the cash proceeds of the sale to be paid to the participant. Commissions charged on such sales will be charged at the customary rates charged from time to time by the broker-dealer. The proceeds of such sale, less brokerage commissions, transfer taxes and withholding taxes, if any, will be paid to the terminating participant by the Agent.

If a request for termination is received less than five (5) business days before a record date for a Dividend Payment Date, or between a record date and a Dividend Payment Date, the request will be processed within three (3) weeks after the applicable Dividend Payment Date. No terminations will be processed between a record date for a Dividend Payment Date and the completion of the period after the Dividend Payment Date in which the Agent purchases Common Shares under the Plan (the **Dividend Investment Period**).



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### *Death of a Participant*

Participation in the Plan will be terminated upon receipt by the Agent of satisfactory evidence of the death of the participant from such participant's duly appointed legal representative.

### *Termination by the Corporation*

The Corporation reserves the right to terminate participation in the Plan if the participant does not satisfy the minimum holding requirement set forth in the Plan.

## **Administration**

### *Registration of Plan Shares and Issuance of Certificates*

Common Shares issued pursuant to the Plan will be registered in the name of the Agent or its successors as agent for the registered shareholder participants. Upon termination, a participant (or the estate of a deceased participant) will receive a certificate for the whole Common Shares held in the participant's account. The Agent does not provide cash in lieu of any whole Common Share held for participants. Requests for the issuance of a certificate to the estate of a deceased participant must be accompanied by appropriate documentation as determined by the Corporation. Participants wishing to obtain a Common Share certificate but who do not wish to terminate participation in the Plan, may obtain a certificate by duly completing the withdrawal portion of the statement of account and delivering it to the Agent in accordance with the provisions of the Plan as set forth above in *Withdrawal and Disposition of Plan Shares*.

### *Statements of Account*

The Agent will maintain an account only for registered shareholder participants. Where a beneficial shareholder holds Common Shares indirectly through a Nominee, the Nominee will be responsible for providing a beneficial shareholder participant with confirmation of the purchase of Common Shares under the Plan.

A statement of account will be mailed by the Agent to each registered shareholder participant after each Dividend Payment Date. The statement will set out the amount of the cash dividends paid on the registered shareholder participant's Common Shares for the relevant period, the number of new Common Shares distributed through the Plan for the period, the dates of these purchases or issuances, the applicable purchase price per Common Share and the updated total number of Common Shares being held for the registered shareholder participant. These statements are a registered shareholder participant's continuing record of the cost of purchases and should be kept for tax purposes as the registered shareholder participant is solely responsible for retaining such statements. In addition, each registered shareholder participant will receive the appropriate information annually for reporting dividends for tax purposes.

### *Liabilities of the Corporation and Agent*

Neither the Corporation nor the Agent shall have any duties, responsibilities or liabilities except as are expressly set forth in the Plan, including, without limitation, any claims:

- (i) with respect to any failure by a Nominee to enroll or not enroll in the Plan any holder of Common Shares (or, as applicable, any Common Shares held on such holder's behalf) in accordance with the holder's

instructions or to not otherwise act upon a shareholder's instructions;

- (ii) with respect to the continued enrollment in the Plan of any holder of Common Shares (or, as applicable, any Common Shares held on such holder's behalf) until receipt of all necessary documentation as provided herein required to terminate participation in the Plan;

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- (iii) arising out of the failure to terminate a participant's account upon such participant's death prior to receipt of notice in writing of such death, including all necessary documentation;
- (iv) with respect to the prices and times at which Common Shares are purchased or sold on the open market for the account of or on behalf of a participant and with respect to the selection of the Listing Market for the purposes of such purchases or sales;
- (v) with respect to any decision to amend, suspend, replace or terminate the Plan in accordance with the terms hereof;
- (vi) with respect to any determination made by the Corporation or the Agent regarding a shareholder's eligibility to participate in the Plan or any component thereof, including the cancellation of a shareholder's participation for failure to satisfy eligibility requirements; or
- (vii) with respect to any taxes or other liabilities payable by a shareholder in connection with its Common Shares or its participation in the Plan.

### *Right to Deny Participation*

The Corporation may deny the right to participate in the Plan to any person or terminate the participation of any participant in the Plan if the Corporation deems it advisable under any laws or regulations. The Corporation reserves the right to deny participation in the Plan, and to not accept an Enrollment Form from, any person or agent of such person who appears to be, or who the Corporation has reason to believe is, subject to the laws of any jurisdictions which does not permit participation in the Plan in the manner sought by or on behalf of such person. Shareholders should be aware that certain Nominees may not allow participation in the Plan and the Corporation is not responsible for monitoring or advising which Nominees allow participation.

## **Miscellaneous**

### *Voting of Plan Shares*

Whole Common Shares held under the Plan by the Agent for a participant's account under the Plan are voted in the same manner as Common Shares held in certificated form. Participants will be provided with meeting materials in respect of Common Shares held for the participant's account in accordance with the requirements of securities laws applicable to the Corporation. Common Shares for which voting instructions are not received will not be voted. No voting rights will attach to any fractional Common Shares held for a participant's account under the Plan.

### *Common Share Dividends, Share Splits and Consolidations*

Any Common Share dividend (*i.e.* a dividend paid by the Corporation in the form of Common Shares) and any Common Shares resulting from a share split will be credited to the participant's account based on the whole and fractional Common Shares being held for the participant in the Plan. In the event of a consolidation of the Common Shares, the number of Common Shares credited to a registered shareholder participant's account will be adjusted to account for the effect of such consolidation on the Common Shares. Certificates for Common Shares resulting from a Common Share dividend or share split or a replacement of certificates for Common Shares as a result of a consolidation of Common Shares, on any Common Shares held in certificated form by a participant, will be delivered to the participant in the same manner as to holders of Common Shares who are not participating in the Plan.



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### *Amendment, Suspension or Termination of the Plan*

The Corporation reserves the right to amend, suspend or terminate the Plan at any time, in its sole discretion, but such action shall have no retroactive effect that would prejudice the interests of the participants. All amendments to the Plan will be subject to the prior approval of all Listing Markets. All participants will be (i) sent written notice or (ii) informed by way of news release or posting to the website of the Corporation of any such amendment, suspension or termination. In the event of a termination of the Plan by the Corporation, certificates for whole Common Shares and payments for fractional Common Shares will be made in accordance with the provisions of the Plan previously described in *Withdrawal and Disposition of Plan Shares* and *Termination of Enrollment*. In the event of suspension of the Plan by the Corporation, no investment will be made by the Agent during the Dividend Investment Period immediately following the effective date of such suspension. Any dividends on the Common Shares subject to the Plan and paid after the effective date of such suspension will be remitted by the Agent to the participants (without interest or deduction thereon except applicable withholding taxes, if any).

### *Assignment*

A holder of Common Shares may not assign the holder's right to participate in the Plan.

### *Rules*

The Corporation may make rules and regulations from time to time to facilitate the administration of the Plan and reserves the right to regulate and interpret the Plan text as the Corporation deems necessary or desirable to ensure the efficient and equitable operation of the Plan.

### *Governing Law*

The Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

## **Notices and Correspondence**

All notices or other documents required to be given to participants under the Plan, including certificates for Common Shares and checks, shall be mailed to participants who are registered holders of Common Shares at their addresses as shown in the register of shareholders maintained by the registrar and transfer agent of the Corporation.

Notices or inquiries to the Agent shall be sent, in the manner directed by the Plan or otherwise, as applicable, to:

BY PHONE: Toll free in North America: 1-800-387-0825

Toronto: 416-682-3860

BY FAX: 1-888-249-6189

BY EMAIL: [inquiries@canstockta.com](mailto:inquiries@canstockta.com)

WEBSITE: [www.canstockta.com](http://www.canstockta.com)



BY MAIL:

CST Trust Company  
P.O. Box 700  
Station B  
Montreal, Quebec H3B 3K3

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**Effective Date**

The Plan will be effective for dividends payable after May 11, 2016.

**INCOME TAX CONSIDERATIONS RELATING TO THE PLAN**

The following summary of tax consequences is of a general nature only and is not intended to be legal or tax advice to any particular Plan participant. It is the responsibility of Plan participants to consult their own tax advisors with respect to the tax consequences of participating in the Plan, including those tax considerations applicable in their country of residence.

**Certain Canadian Federal Income Tax Considerations**

The following is a general summary, as of May 5, 2016, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the **Tax Act**) and the Income Tax Regulations (the **Regulations**) generally applicable to a Participant (a **Specified Participant**) who acquires Common Shares pursuant to the Plan and that, at all relevant times, for purposes of the Tax Act, (i) deals at arm's length with and is not affiliated with the Corporation and (ii) holds all Common Shares, and will hold any Common Shares issued pursuant to the Plan, as capital property.

The Common Shares will generally constitute capital property to a Specified Participant unless such Common Shares are held in the course of carrying on a business of buying and selling securities or were acquired in a transaction considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Specified Participant: (i) that is a financial institution for the purposes of the mark-to-market rules in the Tax Act; (ii) that is a specified financial institution as defined in the Tax Act; (iii) who has acquired any of his or her Common Shares upon the exercise of an employee stock option; (iv) an interest in which is, or whose common shares are, a tax shelter investment as defined under the Tax Act, (v) that has made an election under subsection 261(5) of the Tax Act to report its Canadian tax results as defined in the Tax Act in a currency other than Canadian currency; or (vi) that has entered into, or will enter into, in respect of a Common Share a synthetic disposition agreement or a derivative forward agreement, as defined in the Tax Act. Such Specified Participants should consult their own tax advisors.

Additional considerations, not discussed herein, may be applicable to a Specified Participant that is a corporation resident in Canada and is, or becomes, controlled by a non-resident corporation for purposes of the foreign affiliate dumping rules in Section 212.3 of the Tax Act. Such Specified Participants should consult their own tax advisors.

This summary is based upon the current provisions of the Tax Act and the regulations in force thereunder (the **Regulations**) and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the **CRA**) made publicly available as of the date prior to the date hereof. This summary also takes into account all specific proposals to amend the Tax Act and the Regulations (the **Tax Proposals**) that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to such date and assumes that the Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted as proposed or at all. Except for the Tax Proposals, this summary does not take into account or anticipate any changes in law or administrative practices, whether by legislative, governmental or judicial decision or action, nor does it take into account provincial, territorial or foreign tax considerations, which may differ from the Canadian federal income tax considerations discussed herein.

**This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any particular participant under the Plan. This summary is not exhaustive of all Canadian federal income tax considerations that may be applicable to participants. Accordingly, participants should consult their own tax advisers with respect to the tax consequences applicable to them having regard to their own particular circumstances.**

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This portion of the summary is generally applicable to a Specified Participant who, at all relevant times, for purposes of the Tax Act, is resident in Canada, or is deemed to be resident in Canada (a **Canadian Participant** ).

Certain Canadian Participants whose Common Shares might not otherwise qualify as capital property may, in certain circumstances, be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares and every Canadian security (as defined in the Tax Act) owned by such Specified Participant in the taxation year of the election and in all subsequent taxation years be deemed to be capital property. Such Specified Participants should consult their own tax advisors for advice with respect to whether an election under subsection 39(4) of the Tax Act is available or advisable in their particular circumstances.

*Dividends*

The reinvestment of dividends under the terms of the Plan will not relieve a Canadian Participant from any liability for income taxes that may otherwise be payable on such amounts. In this regard, a Canadian Participant who participates in the Plan will be treated for tax purposes as having received, on each Dividend Payment Date, a taxable dividend equal to the amount of the dividend payable on such date, which dividend will be subject to the same tax treatment accorded to taxable dividends received by the Canadian Participant from a taxable Canadian corporation. For example, in the case of a Canadian Participant who is an individual (including certain trusts), such dividends will be subject to the normal gross-up and dividend tax credit rules applicable to taxable dividends received by an individual from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit for eligible dividends properly designated as such by the Corporation. The fact that cash dividends are reinvested pursuant to the Plan will not affect the status of any dividend as an eligible dividend for purposes of the Tax Act.

In the case of a Canadian Participant that is a corporation, such dividends will be included in income and generally will be deductible in computing taxable income. In certain circumstances subsection 55(2) of the Tax Act will treat a taxable dividend received by a Canadian Participant that is a corporation as proceeds of disposition or capital gain. Canadian Participants that are corporations should consult their own tax advisors in this regard.

A private corporation (as defined in the Tax Act), or any other corporation controlled, whether because of a beneficial interest in one or more trusts or otherwise by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) may be liable to pay a refundable tax of 38 1/3% under Part IV of the Tax Act on such dividends to the extent such dividends are deductible in computing the corporation's taxable income.

*Acquisition of Common Shares at a Discount*

The Corporation may, in its sole discretion, permit the issuance of Common Shares under the Plan pursuant to a Treasury Acquisition at a discount of up to (but not exceeding) 3% of the Average Market Price (the **Discounted Average Market Price** ). Pursuant to the administrative position of the CRA, the acquisition of a Common Share by a Canadian Participant under the Dividend Reinvestment Plan at the Discounted Average Market Price should not result in a taxable benefit for purposes of the Tax Act.

*Capital Gains and Losses*

A Canadian Participant who disposes of or is deemed to have disposed of Common Shares acquired pursuant to the Plan (including on the disposition of a fraction of a Common Share in consideration for cash upon termination of participation in the Plan or upon termination of the Plan) will generally realize a capital gain (or incur a capital loss)

equal to the amount by which the proceeds of disposition of such Common Shares exceed (or are exceeded by) the aggregate of the adjusted cost base of such Common Shares immediately before the disposition or deemed disposition and any reasonable expenses associated with the disposition or deemed disposition. For purposes of determining the amount of any capital gain (or loss) which may result from the disposition of such Common Shares, the adjusted cost base of Common Shares owned by a Canadian Participant will be the average cost of all Common Shares owned and acquired by the Canadian Participant, whether acquired through reinvesting dividends pursuant to the Plan or otherwise acquired outside the Plan. The cost of a Common Share credited to a Canadian Participant's account pursuant to the Plan will be equal to the Average Market Price (taking into account any Discount in the case of a Treasury Acquisition) of such Common Share, calculated in accordance with Section 8.0 of the Plan.

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Generally, one-half of any capital gain (a **taxable capital gain**) realized by a Canadian Participant on a disposition of Common Shares acquired pursuant to the Plan in a taxation year will be included in such Canadian Participant's income for the year and one-half of any capital loss (an **allowable capital loss**) realized by a Canadian Participant on a disposition of Common Shares acquired pursuant to the Plan in a taxation year must be deducted against taxable capital gains realized in the year to the extent and in the circumstances specified in the Tax Act. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back up to three taxation years or carried forward indefinitely and deducted against net taxable capital gains in those other years, to the extent and in the circumstances specified in the Tax Act.

If the Canadian Participant is a corporation, the amount of any capital loss arising from a disposition or deemed disposition of a Common Share may be reduced by the amount of certain dividends received or deemed to be received by the corporation on the share to the extent and under circumstances specified by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, or where a corporation, partnership or trust is a member of a partnership or a beneficiary of a trust that owns Common Shares. Canadian Participants to whom these rules may be relevant should consult their own tax advisors.

*Additional Refundable Tax on Corporations*

A Canadian Participant that is a Canadian-controlled private corporation (as defined in the Tax Act) may be liable to pay an additional refundable tax of 10 2/3% (subject to pro-ration for taxation years that end after 2015 and begin before 2016) on certain investment income, including amounts in respect of net taxable capital gains, interest and dividends or deemed dividends not deductible in computing taxable income.

*Minimum Tax on Individuals*

Capital gains realized and dividends received or deemed to be received by individuals and certain trusts may give rise to minimum tax under the Tax Act.

*Termination of Participation*

When a Canadian Participant's participation in the Plan is terminated by the Canadian Participant or the Corporation or when the Plan is terminated by the Corporation, the Canadian Participant may receive a cash payment in respect of any fractional Common Shares remaining in the Canadian Participant's account. A deemed dividend may arise if the cash payment for a fractional Common Share exceeds the paid-up capital (within the meaning of the Tax Act) in respect of such fractional Common Share and a capital gain (or loss) may also be realized in certain circumstances. Any deemed dividend would be treated in the manner described above under the heading **Certain Canadian Federal Income Tax Considerations – Residents of Canada – Dividends** and any capital gain would be treated in the manner described above under the heading **Certain Canadian Federal Income Tax Considerations – Residents of Canada – Capital Gains and Losses**.

*Non-Residents of Canada*

This portion of the summary is generally applicable to a Specified Participant who, at all relevant times, for the purposes of the Tax Act and any applicable tax treaty, (i) is not and is not deemed to be resident in Canada; and (ii) does not use or hold and is not deemed to use or hold Common Shares in a business carried on in Canada (a **Non-Resident Participant**). Special rules, which are not discussed in this summary, may apply to a Non-Resident Participant that is an insurer that carries on an insurance business in Canada and elsewhere.



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*Dividends*

The reinvestment of dividends under the terms of the Plan will not relieve a Non-Resident Participant from any liability for income taxes that may otherwise be payable on such amounts. In this regard, a Non-Resident Participant who participates in the Plan will be treated for tax purposes as having received, on each Dividend Payment Date, a taxable dividend equal to the amount of the dividend payable on such date, which dividend will be subject to the same tax treatment accorded to taxable dividends received by the Non-Resident Participant from a taxable Canadian corporation.

Any dividends paid or credited to the Agent in respect of a Non-Resident Participant's Common Shares will be subject to a non-resident withholding tax for Canadian income tax purposes. Under the Tax Act, the rate of withholding tax on dividends is 25%. This rate may be subject to reduction under the provisions of any income tax treaty between Canada and the country in which the Non-Resident Participant is resident. For example, in the case of a beneficial owner of dividends who is a resident of the United States for purposes of the Canada-United States Tax Convention, 1980 (the **Canada-U.S. Treaty**) and who is fully entitled to the benefits of the Canada-U.S. Treaty, the rate of withholding tax will generally be reduced to 15% of the amount of the dividend. Dividends paid on the Common Shares to a Non-Resident Participant will be reduced by any such applicable Canadian withholding tax before reinvestment in Common Shares under the Plan.

Non-Resident Participants may be liable for additional tax on dividends paid on Common Shares held in their Plan account in their respective countries of residence.

*Acquisition of Common Shares at a Discount*

As described above under **Residents of Canada**, the Corporation may, in its sole discretion, permit the issuance of Common Shares under the Plan pursuant to a Treasury Acquisition at a Discounted Average Market Price. Pursuant to the administrative position of the CRA, the acquisition of a Common Share by a Non-Resident Participant at the Discounted Average Market Price should not result in a taxable benefit for purposes of the Act.

*Capital Gains and Losses*

A Non-Resident Participant will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Participant on a disposition of Common Shares acquired pursuant to the Plan (including upon the disposition of a fractional Common Share), unless such Common Shares are taxable Canadian property (as defined in the Tax Act) of the Non-Resident Participant at the time of disposition and the gain is not exempt from tax pursuant to the terms of an applicable tax treaty.

Generally, a Common Share owned by a Non-Resident Participant will not be taxable Canadian property of the Non-Resident Participant at a particular time provided that the Common Shares are listed on a designated stock exchange (as defined in the Tax Act) (which currently includes the Listing Market) at that time unless at any time during the 60 month period preceding such time the following two (2) conditions have been met concurrently: (i) the Non-Resident Participant, persons with whom the Non-Resident Participant does not deal at arm's length, partnerships in which the Non-Resident Participant or a person with whom the Non-Resident Participant does not deal at arm's length holds a membership interest (either directly or indirectly through one or more partnerships), or the Non-Resident Participant together with all such persons, owned 25% or more of the shares of any class or series of the Corporation, and (ii) more than 50% of the fair market value of such Common Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties, timber resource properties (each as defined in the Tax Act), or an option in respect of, or interests in, or for



civil Law rights in, any such properties, whether or not such property exists. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, a Common Share could be deemed to be taxable Canadian property of the Non-Resident Participant. Non-Resident Participants who hold, or may hold, Common Shares as taxable Canadian property should consult their own tax advisors.

Even if the Common Shares are taxable Canadian property to a Non-Resident Participant at a particular time, such Participant may be exempt from tax on any capital gain realized on the disposition of such shares by virtue of an applicable income tax treaty or convention to which Canada is a signatory. In the case of a Non-Resident Participant that is a resident of the United States for purposes of the Canada-U.S. Treaty and that is fully entitled to the benefits of the Canada-U.S. Treaty, any gain realized by the Non-Resident Participant on a disposition of a Common Share acquired pursuant to the Plan that would otherwise be subject to tax under the Tax Act will generally be exempt from Canadian tax provided that the value of such share is not derived principally from real property situated in Canada at the time of disposition.

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In circumstances where a Common Share acquired pursuant to the Plan constitutes or is deemed to constitute taxable Canadian property of the Non-Resident Participant, any capital gain that would be realized on the disposition of such Common Share that is not exempt from tax under the Tax Act pursuant to an applicable income tax treaty generally will be subject to the same Canadian tax consequences discussed above for a Canadian-Resident Participant under the headings *Certain Canadian Federal Income Tax Considerations Residents of Canada Capital Gains and Losses* . **Non-Resident Participants to whom this paragraph may apply should consult their own tax advisers with respect to the tax consequences and reporting obligations arising as a result of a disposition of such shares.**

### *Termination of Participation*

When a Non-Resident Participant's participation in the Plan is terminated by the Non-Resident Participant or the Corporation or when the Plan is terminated by the Corporation, the Non-Resident Participant may receive a cash payment in respect of any fractional Common Shares remaining in the Non-Resident Participant's account. A deemed dividend may arise if the cash payment for a fractional Common Share exceeds the paid-up capital (within the meaning of the Tax Act) in respect of such fractional Common Share and a capital gain (or loss) may also be realized in certain circumstances. Any deemed dividend would be subject to Canadian withholding tax as described above under the heading *Certain Canadian Federal Income Tax Considerations Non-Residents of Canada Dividends* and any capital gain would be treated in the manner described above under the heading *Certain Canadian Federal Income Tax Considerations Non-Residents of Canada Capital Gains and Losses* .

### **Material United States Federal Income Tax Considerations**

The following summary describes material U.S. federal income tax consequences which may be applicable to a U.S. Holder (as defined below) of Common Shares that participates in the Plan (as used in this section, a **U.S. Participant** ). As used in this section, the term U.S. Holder means a beneficial owner of a Common Share that is (i) a citizen or individual resident of the United States as determined for U.S. federal income tax purposes; (ii) a corporation or other entity taxable as a corporation organized in or under the laws of the United States or any political subdivision thereof; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (iv) a trust (1) the administration of which is subject to the primary supervision of a court within the United States and one (1) or more U.S. persons have the authority to control all substantial decisions of the trust or (2) that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person. If a pass-through entity, including a partnership or other entity classified as a partnership for U.S. federal income tax purposes, is a beneficial owner of Common Shares, the U.S. federal income tax treatment of an owner or partner generally will depend upon the status of such owner or partner and upon the activities of the pass-through entity. Any owner or partner of a pass-through entity holding Common Shares is urged to consult its own tax advisor.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the **Code** ), administrative pronouncements, judicial decisions, existing and proposed U.S. Treasury regulations, the Canada-U.S. Treaty and interpretations of the foregoing, all as of the date hereof. All of the foregoing authorities are subject to change (possibly with retroactive effect), and any such change may result in U.S. federal income tax consequences to a U.S. Participant that are materially different from those described below. No rulings from the U.S. Internal Revenue Service (the **IRS** ) have been or will be sought with respect to the matters described below, and consequently, the IRS may not take a similar view of the consequences described below.

This summary does not purport to be a full description of all U.S. federal income tax considerations that may be relevant to a U.S. Participant in light of such U.S. Participant's particular circumstances and only addresses U.S. Participants that hold Common Shares as capital assets within the meaning of Section 1221 of the Code. Furthermore, this summary does not address the U.S. federal income tax considerations applicable to U.S. Participants subject to

special rules, such as (i) certain financial institutions, real estate investment trusts, regulated investment companies or insurance companies; (ii) tax-exempt organizations, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts; (iii) traders in securities that elect to use a mark-to-market method of accounting; (iv) dealers in securities or currencies; (v) persons holding Common Shares in connection with a hedging transaction, straddle, conversion transaction or other integrated transaction; (vi) persons that own directly, indirectly or constructively 10% or more, by voting power, of the outstanding equity interests of the Corporation; (vii) persons that acquired the Common Shares in connection with the exercise of employee stock options or otherwise as compensation for services; (viii) persons whose functional currency is not the U.S. dollar; (ix) persons subject to the alternative minimum tax; and (x) U.S. expatriates. In addition, this discussion does not include any description of any estate and gift tax consequences, or the tax laws of any state, local, non-U.S. or other government that may be applicable.

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**The following discussion is for general information only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder or prospective holder of Common Shares. Holders of Common Shares are urged to consult their tax advisors with respect to the U.S. federal, state and local tax consequences, the non-U.S. tax consequences and the non-tax consequences of the acquisition, ownership and disposition of Common Shares.**

**Acquisition of Common Shares Pursuant to the Plan**

The following discussion is applicable except to the extent that the rules relating to passive foreign investment companies ( **PFICs** ) (discussed below in **Passive Foreign Investment Company Status** ) apply and provide otherwise. The U.S. federal income tax consequences of participation in the Plan are not entirely clear, and the discussion below is based on various rulings of the IRS regarding several types of dividend reinvestment plans. No ruling, however, has been issued or requested regarding the Plan. Additionally, this discussion is not binding upon, nor considered authority by, the IRS or any court, and no assurance can be provided that the tax treatment discussed below or claimed by any U.S. Participant will not be successfully challenged by the IRS. Therefore, you are strongly encouraged to consult your own tax advisor in this regard.

The reinvestment of dividends under the terms of the Plan will not relieve a U.S. Holder from any liability for income taxes that may otherwise be payable on such amounts. Pursuant to the Plan, a U.S. Holder will acquire Common Shares through a Treasury Purchase, Market Purchase, or a combination of both.

If a U.S. Participant acquires Common Shares through a Treasury Purchase, such U.S. Participant generally will be treated, for U.S. federal income tax purposes, as receiving a distribution in an amount equal to the sum of (i) the fair market value on the applicable Dividend Date of Common Shares so acquired and (ii) the U.S. dollar amount of any Canadian taxes withheld with respect therefrom. A U.S. Participant's tax basis for Common Shares so acquired generally will equal the fair market value of such Common Shares on the Dividend Payment Date, and such U.S. Participant's holding period for the Common Shares will begin on the day after the Dividend Payment Date.

If a U.S. Participant acquires Common Shares through a Market Purchase, such U.S. Participant generally will be treated, for U.S. federal income tax purposes, as receiving a distribution in an amount equal to sum of (i) the cash dividend paid by the Corporation (without reduction for any Canadian tax withheld from such dividend) and (ii) any brokerage commissions or other related charges paid by the Corporation that are paid, or deemed to have been paid, on behalf of such U.S. Participant. The amount of such distribution to a U.S. Participant (reduced by any Canadian tax withheld from such distribution) will be such U.S. Participant's tax basis in the Common Shares purchased. A U.S. Participant's holding period for these Common Shares will begin on the day following the date of purchase.

A U.S. Holder that does not participate in the Plan, and that continues to receive cash dividends, will be treated as receiving a distribution equal to the sum of (i) the amount of cash received, and (ii) the U.S. dollar amount of any Canadian taxes withheld with respect to the distribution.

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You should be aware that, because Common Shares purchased with reinvested dividends may be purchased at a discount and because we may pay or be deemed to pay a portion of the purchase price, brokerage commissions or other related charges on your behalf, the amount of income taxable for U.S. federal income tax purposes recognized by a U.S. Participant may be greater than the amount that would be taxable upon the receipt of dividends in cash.

The distribution received or deemed received pursuant to the Plan will be includible in income by a U.S. Participant as dividend income to the extent such distribution is paid out of the current or accumulated earnings and profits of the Corporation as determined under U.S. federal income tax principles. Dividends will not be eligible for the dividends received deduction generally allowed to a U.S. corporation on dividends received from a domestic corporation. Any portion of the distribution in excess of the Corporation's current and accumulated earnings and profits will first be treated as a tax-free return of capital to the extent of a U.S. Participant's adjusted tax basis in its Common Shares and will be applied against and reduce such basis on a dollar-for-dollar basis (thereby increasing the amount of gain and decreasing the amount of loss recognized on a subsequent disposition of Common Shares). To the extent that such distribution exceeds the U.S. Participant's adjusted tax basis, the distribution will be treated as capital gain, which will be treated as long-term capital gain if such U.S. Participant's holding period in its Common Shares exceeds one (1) year as of the date of the distribution and otherwise will be short-term capital gain. The Corporation does not intend to maintain calculations of earnings and profits in a manner necessary to enable U.S. Participants to determine the extent to which a distribution would be treated as a dividend. Accordingly, each U.S. Participant should assume that any distribution by the Corporation with respect to the Common Shares will constitute dividend income.

If, as expected, Common Shares are readily tradable on an established U.S. securities market within the meaning of the Code or (if Common Shares are not so tradable) if the Corporation is eligible for benefits under the Canada-U.S. Treaty, and if certain holding period and other requirements (including a requirement that the Corporation is not a PFIC in the year of the dividend or the preceding year) are met, dividends received by non-corporate U.S. Participants will be qualified dividend income to such U.S. Participants. See below under **Passive Foreign Investment Company Status** for a discussion of whether or not the Corporation is a PFIC. Qualified dividend income received by a non-corporate U.S. Participant (including an individual) from the Corporation will be subject to U.S. federal income tax at preferential rates (currently at a maximum rate of 20% plus a Medicare contribution tax discussed below in **Additional Tax on Passive Income**).

**Withdrawal, Termination and Disposition of Common Shares**

A U.S. Participant will not realize any taxable income upon withdrawal from or termination of the Plan for the whole Common Shares credited to the U.S. Participant's account. A U.S. Participant will generally recognize gain or loss upon the sale or exchange of Common Shares and upon receipt of cash payments for fractional shares credited to such U.S. Participant's account upon withdrawal from or termination of the Plan. The amount of such gain or loss will be equal to the difference (if any) between (i) the U.S. dollar value of the amount realized for Common Shares or fraction thereof and (ii) the U.S. Participant's adjusted tax basis in the Common Shares. Subject to the PFIC rules described below in **Passive Foreign Investment Company Status**, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the U.S. Participant's holding period for the Common Shares is more than one year at the time of the sale or exchange. Capital gains of non-corporate taxpayers on assets held for more than one year are generally subject to preferential rates. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. Participant will generally be treated as U.S. source gain or loss for foreign tax credit limitation purposes.

**Passive Foreign Investment Company Status**

A non-U.S. entity treated as a corporation for U.S. federal income tax purposes will be a PFIC for any taxable year in which, after taking into account the income and assets of the corporation and certain subsidiaries, either (i) at least 75% of its gross income is passive income or (ii) at least 50% of the average value of its assets is attributable to assets that produce passive income or are held for the production of passive income. For this purpose, passive income generally includes, among other things, interest, dividends, rents, royalties, certain gains from the sale of stock and securities and certain gains from commodities transactions. Active business gains arising from the sale of commodities generally are excluded from passive income if substantially all of a non-U.S. corporation's commodities are stock in trade or inventory, depreciable property used in a trade or business, or supplies regularly used or consumed in the ordinary course of a trade or business.

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Based on the nature of its anticipated income, assets and activities, the Corporation currently anticipates that it will not be treated as a PFIC for the current taxable year or in the foreseeable future. However, the determination as to whether the Corporation is a PFIC for any taxable year is based on the application of complex U.S. federal income tax rules, which are subject to differing interpretations, and is not determinable until after the end of such taxable year. Because of the above described uncertainties, there can be no assurance that the IRS will not challenge the determination made by the Corporation concerning its PFIC status or that the Corporation will not be a PFIC for any taxable year.

If the Corporation were classified as a PFIC, for any year during which a U.S. Participant owns Common Shares (regardless of whether the Corporation continues to be a PFIC), the U.S. Participant would be subject to special adverse rules, including taxation at maximum ordinary income rates plus an interest charge on both gains on sale and certain dividends.

If the Corporation were to be treated as a PFIC, a U.S. Participant may avoid certain of the adverse rules described above by electing to treat the Corporation as a qualified electing fund ( QEF ) (for the first taxable year in which the US Participant owns Common Shares). US Participants can make a QEF election with respect to the Corporation only if the Corporation provides certain information, including the amount of its ordinary earnings and net capital gains determined under U.S. tax principles. The Corporation has not determined whether it will provide U.S. Participants with this information if it determines that it is a PFIC. Accordingly, there can be no assurance that a U.S. participant will be eligible to make an effective QEF election, if it were determined that the Corporation is a PFIC. If a U.S. Participant makes an effective QEF election with respect to the Corporation, the U.S. Participant will be required to include in gross income each year, whether or not the Corporation makes distributions, as capital gains, its pro rata share of the Corporation's net capital gains and, as ordinary income, its pro rata share of the Corporation's net earnings in excess of its net capital gains. As an alternative to a QEF election, a U.S. Participant may also be able to avoid some of the adverse U.S. tax consequences of PFIC status by making an election to mark the Common Shares to market annually. A U.S. Holder may elect to mark-to-market the Common Shares only if they are marketable stock. U.S. Holders should consult their tax advisors regarding the U.S. federal income tax consequences of the PFIC rules.

**Foreign Currency Gains**

If taxable dividends with respect to Common Shares are treated as paid in Canadian dollars, such dividends will be included in the gross income of a U.S. Participant as translated into U.S. dollars calculated by reference to the exchange rate prevailing on the date of actual or constructive receipt of the dividend, regardless of whether the Canadian dollars are converted into U.S. dollars at that time. If a U.S. Participant receives Canadian dollars upon the sale, exchange or other taxable disposition of Common Shares, the amount realized by such U.S. Participant will generally be based on the U.S. dollar value of the Canadian dollars received on the settlement date of the disposition. If the Canadian dollars received are not converted into U.S. dollars on the date of receipt, a U.S. Participant will have a basis in the Canadian dollars equal to their U.S. dollar value on the date of receipt. Any U.S. Participant that receives payment in Canadian dollars and engages in a subsequent conversion or other disposition of the Canadian dollars may have a foreign currency exchange gain or loss that will be treated as ordinary income or loss, and generally will be U.S. source income or loss for foreign tax credit purposes.

**Foreign Tax Credits**

Any Canadian tax withheld with respect to distributions on, or proceeds from disposition of, Common Shares may, subject to a number of complex limitations, be claimed as a foreign tax credit against a U.S. Participant's U.S. federal income tax liability or may be claimed as a deduction for U.S. federal income tax purposes. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed with respect to Common Shares will be foreign-source income and will be passive category income or

general category income for purposes of computing the foreign tax credit allowable to a U.S. Participant, and gain recognized on the sale of Common Shares will generally be treated as U.S. source for such purposes. Because of the complexity of those limitations, each U.S. Participant should consult its own tax advisor with respect to the amount of foreign taxes that may be claimed as a credit.

#### **Additional Tax on Passive Income**

U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally will be subject to a 3.8% Medicare contribution tax on unearned income, including, among other things, dividends on, and capital gains from the sale or other taxable disposition of, the Common Shares, subject to certain limitations and exceptions.



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**U.S. Information Reporting and Backup Withholding**

Under some circumstances, a U.S. Holder may be subject to U.S. information reporting and backup withholding tax on distributions paid on Common Shares or from the disposition of Common Shares. Information reporting and backup withholding will not apply, however, to a U.S. Holder that is a corporation or is otherwise exempt from information reporting and backup withholding and, when required, demonstrates this fact. Backup withholding also will not apply to a U.S. Holder that furnishes a correct taxpayer identification number and certifies on a Form W-9 or successor form, under penalty of perjury, that it is not subject to backup withholding, and otherwise complies with applicable requirements of the backup withholding rules. A U.S. Holder that fails to provide the correct taxpayer identification number on Form W-9 or any successor form may be subject to penalties imposed by the IRS. Backup withholding, currently at a 28% rate, is not an additional tax, and any amount withheld under these rules will be allowed as a refund or credit against a U.S. Holder's U.S. federal income tax liability if the required information is timely furnished to the IRS.

A U.S. Holder who is an individual and who holds certain specified foreign financial assets (which may include the Common Shares) with an aggregate value in excess of USD\$50,000 generally is required to report information related to such interests by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with such individual's tax return for each year in which such individual held an interest in the specified foreign financial assets. Persons who are required to report foreign financial assets and fail to do so may be subject to substantial penalties. U.S. Holders should consult their tax advisors regarding information reporting requirements relating to their participation in the Plan.

**Table of Contents****DESCRIPTION OF COMMON SHARES TO BE REGISTERED**

The Corporation is authorized to issue an unlimited number of Common Shares. As of May 4, 2016, 832,240,580 Common Shares were issued and outstanding. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation, to attend and to cast one vote per full Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Corporation's Board of Directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. There is currently no other series or class of shares outstanding which ranks senior in priority to the Common Shares. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

	TORONTO STOCK EXCHANGE		NEW YORK STOCK EXCHANGE	
	High (CDN\$ per share)	Low	High (US\$ per share)	Low
<b>2011</b>				
Full Year	55.93	38.99	56.31	39.04
<b>2012</b>				
Full Year	50.17	32.34	50.74	31.54
<b>2013</b>				
Full Year	38.33	21.87	38.61	20.54
<b>2014</b>				
First Quarter	32.46	23.45	29.27	21.87
Second Quarter	30.29	24.71	28.22	22.68
Third Quarter	32.32	25.50	29.65	22.84
Fourth Quarter	27.50	19.18	24.71	17.01
Full Year	32.46	19.18	29.65	17.01
<b>2015</b>				
First Quarter	30.95	21.07	25.00	17.88
Second Quarter	24.87	19.81	20.30	15.99
Third Quarter	21.78	15.99	17.12	11.95
Fourth Quarter	20.62	15.05	15.74	10.87
Full Year	30.95	15.05	25.00	10.87
<b>2016</b>				
First Quarter	22.91	13.55	17.61	9.46
<b>Last six months</b>				
November 2015	17.09	15.05	13.02	11.30
December 2015	17.05	15.08	12.75	10.87
January 2016	18.13	13.55	12.87	9.46

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February 2016	22.78	15.64	16.50	11.13
March 2016	22.91	18.59	17.61	13.77
April 2016	25.29	20.26	20.16	15.43
May 2016 (through May 4, 2016)	25.35	23.53	20.24	18.29

**Table of Contents****EXPENSES**

The expenses in connection with the issuance and distribution of the Common Shares being offered are as follows:

SEC registration fee	US\$ 26,000
Legal fees and expenses*	US\$ 70,000
Accounting fees and expenses*	US\$ 8,000
Blue Sky fees	US\$ 0
TSX and NYSE listing fees	US\$ 145,000
Printing and mailing expenses	US\$ 10,500
<b>Total</b>	<b>US\$ 259,500</b>

\* Estimated

**INDEMNIFICATION**

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Corporation pursuant to the applicable provisions of the *Business Corporations Act* (Ontario) and our by-laws, the Corporation has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**LEGAL MATTERS**

The validity of the Common Shares being offered by this prospectus will be passed upon for us by Cassels Brock & Blackwell LLP, Vancouver, Canada. Thorsteinssons LLP, Vancouver, Canada, have reviewed the statements made herein as to matters of Canadian tax law. Cassels Brock & Blackwell LLP, Vancouver, Canada, have, in addition, reviewed the statements made herein as to the enforceability in Canada of liabilities under the federal securities laws of the United States. Certain legal matters in connection with this prospectus relating to United States tax law will be passed upon for us by Greenberg Traurig LLP, Washington D.C.

The partners and associates of Cassels Brock & Blackwell LLP, Thorsteinssons LLP and Greenberg Traurig LLP, as a group, hold beneficially, directly or indirectly, less than one percent of any class of our securities or of any of our associates or affiliates.

**EXPERTS**

The audited consolidated financial statements incorporated by reference in this prospectus, and the effectiveness of Goldcorp's internal control over financial reporting have been audited by Deloitte LLP, Independent Registered Public Accounting Firm, as stated in their reports incorporated by reference. Such financial statements are incorporated by reference in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Stephane Blais, P.Eng., Chris Osiowy, P.Geo., and Nuri Hmidi, P.Eng., have acted as qualified persons in connection with the technical report entitled Red Lake Operations, Ontario Canada, NI 43-101 Technical Report dated effective December 31, 2015 and have reviewed and approved the information related to the Red Lake gold mines contained in our Annual Report on Form 40-F incorporated by reference into this prospectus.

Christine Beausoleil, P.Geo., Denis Fleury, P.Eng., Andy Fortin, P.Eng., and Luc Joncas, P.Eng., have acted as qualified persons in connection with the technical report entitled Éléonore Operations, Quebec, Canada, NI 43-101 Technical Report dated effective December 31, 2015 and have reviewed and approved the information related to the Éléonore gold mine contained in our Annual Report on Form 40-F incorporated by reference into this prospectus.

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Dan Redmond, P.Geo., Dr. Sally Goodman, P.Geo., Dr. Guillermo Pareja, P.Geo., and Andre De Ruijter, P.Eng., have acted as qualified persons in connection with the technical report entitled Peñasquito Polymetallic Operations, Zacatecas State, Mexico, NI 43-101 Technical Report dated effective December 31, 2015 and have reviewed and approved the information related to the Peñasquito gold-silver-lead-zinc mine contained in our Annual Report on Form 40-F incorporated by reference into this prospectus.

Luke Evans, M.Sc., P.Eng., Hugo Miranda, MBA, P.C. and Kathleen Ann Altman, Ph.D., P.E. of Roscoe Postle Associates Inc., have acted as qualified persons in connection with the Technical Report on the Pueblo Viejo Project, Sanchez Ramirez province, Dominican Republic dated March 27, 2014 and have reviewed and approved the information related to the Pueblo Viejo gold-silver-copper mine contained in our Annual Report on Form 40-F incorporated by reference into this prospectus.

Andrew Tripp, P.E., Dr. Sally Goodman, P.Geo., Dr. Guillermo Parea, P.Geo., and Kevin Murray, P.Eng., have acted as qualified persons in connection with the technical report entitled Cerro Negro Operations, Santa Cruz Province, Argentina, NI 43-101 Technical Report dated effective December 31, 2015 and have reviewed and approved the information related to the Cerro Negro gold-silver mine contained in our Annual Report on Form 40-F incorporated by reference into this prospectus.

All other scientific and technical information contained or incorporated by reference in this prospectus has been reviewed and approved by Gil Lawson, P.Eng., Vice President, Geology and Mine Planning at Goldcorp, who is a qualified person under NI 43-101.

As at the date hereof, Stephane Blais, P.Eng., Chris Osiowy, P.Geo., and Nuri Hmidi, P.Eng., Christine Beausoleil, P.Geo., Denis Fleury, P.Eng., Andy Fortin, P.Eng., Luc Joncas, P.Eng., Dan Redmond, P.Geo., Dr. Sally Goodman, P.Geo., Dr. Guillermo Pareja, P.Geo., Andre De Ruijter, P.Eng., Andrew Tripp, P.E., Kevin Murray, P.Eng., Luke Evans, M.Sc., P.Eng., Hugo Miranda, MBA, P.C. and Kathleen Ann Altman, Ph.D., P.E., collectively hold less than one percent of our outstanding securities or of any our associates or affiliates.

None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently expected to be elected, appointed or employed as a director, officer or employee of Goldcorp or of any of our associates or affiliates, other than Gil Lawson, Stephane Blais, Chris Osiowy, Nuri Hmidi, Christine Beausoleil, Denis Fleury, Andy Fortin, Luc Joncas, Dan Redmond, Dr. Sally Goodman, Dr. Guillermo Pareja, Andre De Ruijter, Andrew Tripp and Kevin Murray, who are currently employed by Goldcorp or one of its subsidiaries.