

ENDURING GENERAL POWER OF ATTORNEY

I, LIONEL ANDRE BOUCHARD, of the Town of Elie, in the Province of Manitoba, DO HEREBY appoint my sister, MADELEINE FILLION and my daughter, MARLENE LEGARE or either one acting alone, to be my true and lawful attorney in my name, to act in my place and stead and for my sole use and benefit to exercise any or all of the following powers in addition to all powers otherwise conferred by any law:

1.00 BANKRUPTCY OF DONOR

1.01 The authority of my attorney shall not terminate by virtue of my becoming bankrupt but shall continue in full force and effect.

2.00 POWER TO CONDUCT ALL BANKING MATTERS

2.01 To sign, draw, make, accept, endorse my name, negotiate, issue, discount, pledge, renew, retire, transfer, pay, satisfy, or otherwise deal with cheques, promissory notes, bills of exchange, drafts, orders for payment or delivery of money, bonds, debentures, shares and every kind of security, whether negotiable or not, including goods, warehouse receipts, bills, receipts, bills of lading or security under the Bank Act and to receive and dispose of the proceeds thereof.

2.02 To sign notices of intention to give security under the Bank Act; to open and or operate a bank account with any bank or other financial institution or other lender, and from time to time to draw on the account of the undersigned with the said bank or other financial institution and to overdraw the same and generally for and in the name of the undersigned to transact with any such bank or financial institution, any business matter or thing my attorney may think fit including the right to receive all paid cheques and vouchers and to sign the bank's form of settlement of balances, release and verification.

2.03 In my name to draw upon any bank or banks, individual or individuals for any sum or sums of money that is or are or may be to my credit or which I may be entitled to receive, and to deposit same in any bank or other place and again at pleasure to withdraw from time to time as I could do.

3.00 POWER TO ENTER SAFETY DEPOSIT BOXES

3.01 From time to time to enter into any safe deposit box or vault and to take the contents therefrom or place additional items therein or otherwise deal with the contents therefrom in such manner as my attorney deems advisable.

4.00 GENERAL POWER OF SALE

4.01 To sell, call in and convert into money any part of my real or personal property not consisting of money at such time or times, in such manner and upon such terms and either for cash or credit, or for part cash and part credit as may, in the uncontrolled discretion of my attorney, be decided by my attorney.

5.00 POWER TO MANAGE, LEASE OR SUBDIVIDE PROPERTY

5.01 To take possession of and to lease, manage, improve or exchange any of my property, real or personal and from time to time to appoint any agents or servants to assist in managing the same and to displace or remove such agents or servants and appoint others using therein the same power and discretion as I might do.

5.02 To grant options, grant surrenders of lease and grant releases, discharges, or consents of any kind dealing with such property, and to subdivide such property and sign subdivision plans and to dedicate lands for public purposes in connection with such subdivision.

6.00 POWER TO BORROW MONEY AND GIVE SECURITY

6.01 To charge, mortgage, hypothecate or pledge all or any of my real or personal property,

6.02 To borrow money, either upon the security of all or any of my assets or without security, in such manner, on such terms and conditions, for such length of time and for such purposes connected with my affairs and in favour of or from any bank or financial institution or such other person or persons including any relative of mine, as my attorney may, in the uncontrolled discretion of my attorney, think advisable and in my best interests.

7.00 POWER TO EXECUTE SPECIFIC DOCUMENTS

7.01 To execute and deliver all consents, releases, elections, acknowledgments, documents, forms or instruments, under or pursuant to or permitted under the provisions of

- (a) *The Real Property Act*
 The Registry Act
 The Homesteads Act
 The Personal Property Security Act
 The Provincial Park Lands Act
 The Family Property Act
 The Insurance Act

all of the Province of Manitoba.

- (b) the *Bank Act* (Canada)
- (c) any similar legislation in any other jurisdiction

and on my behalf to give evidence by way of affidavit, statutory declaration or otherwise concerning any matters and in any form required or permitted under any of the above mentioned Acts or other similar legislation.

8.00 POWER TO INSTITUTE PROCEEDINGS

8.01 To commence, institute and prosecute all actions, suits and mortgage sale, foreclosure or other proceeding which may be necessary or expedient, from time to time and to recover and receive from all persons whomsoever, and to give effectual discharges for all sums of money, securities for money, debts, legacies, goods, chattels, effects and things whatsoever, which now are or is, or which shall or may hereafter appear to be due, owing, payable or belonging to me, including without limiting the generality of the foregoing the following:

(a) rent or arrears of rent in respect of my real or personal estate and in this connection to take and use all lawful means for recovering the said rents and for ejecting from any of my property all tenants and occupants thereof who are in default and for determining the tenancy or occupancy thereof, and for obtaining, recovering and retaining possession of all or any of the property held or occupied by such person so making default;

(b) principal money and interest now or hereafter to become payable to, upon or in respect of any mortgage or other security, or for interest or dividends now payable or to accrue or become payable to me for or in respect of any shares, stocks or interest which I may now or hereafter hold in any joint stock or incorporated company or companies;

(c) any money or securities for money which are now or hereafter may be due or owing or belonging to me upon any bond, note, bill of exchange, balance of current account, consignment, contract, decree, judgment, order or execution;

(d) any other account.

9.00 POWER TO GIVE RECEIPTS AND DISCHARGES

9.01 To receive and to sign and give receipts and effectual discharges for all or any sum or sums of money which may become due and payable to me, which receipts whether given in my name or that of my attorney shall exempt the person or persons paying such sum or sums of money from all responsibility of seeing to the application thereof.

10.00 POWER TO RELEASE EQUITY OF REDEMPTION

10.01 To release my equity of redemption in any real or personal property which I now own or which may hereafter be acquired by me on such terms and subject to such conditions as my attorney deems expedient and for that purpose to execute and deliver any and all agreements, deeds, assurances, transfers, bills of sale or other documents as shall be requisite.

11.00 POWER TO SETTLE ACCOUNTS

11.01 To examine, state, settle, liquidate and adjust all or any account or accounts, between myself and any person or person whomsoever.

12.00 **TO COMPROMISE CLAIMS AND REFER
DIFFERENCES OR DISPUTES TO ARBITRATION**

12.01 In the case of any difference or dispute with any person or persons concerning any of the matters aforesaid, to submit any such differences and disputes to arbitration in such a manner as my attorney may see fit; and to compound, compromise and accept part in satisfaction of the payment of the whole of any debts or sums of money payable to me or to grant an extension of time for the payment of the same, either with or without taking security or otherwise to act in respect of the same as to my attorney shall appear most expedient and to execute and deliver such agreements and to do all lawful acts necessary to effect the premises.

13.00 **CORPORATE INVESTMENTS**

13.01 To subscribe for, accept, purchase, sell, transfer, surrender and in every way deal with shares, stocks, bonds, debentures and securities of every kind and description on such terms and conditions as my attorney may approve.

13.02 To vote or grant proxies to vote or act in respect thereof at meetings of shareholders, creditors or others whatever may be the purpose or object of such meetings, and to waive notice and consent to any meetings of directors or shareholders of any company or corporation and to sign any resolution of shareholders on which I would be entitled to vote at a meeting of shareholders.

14.00 **POWER TO INVEST**

14.01 To retain, invest or reinvest any cash funds or property, real or personal, constituting the whole or any part of my assets in any investments without being restricted by any law relating to investments for trust funds or otherwise, and to alter, vary and transpose investments from time to time. I hereby confirm that my attorney may delegate any or all of the investment powers contained herein, with the intent that any or all of my assets may be entrusted to an investment counsellor or investment manager as my attorney, in the uncontrolled discretion of my attorney, may select.

15.00 **INSURANCE, ANNUITIES, PENSIONS**

15.01 To apply for and to receive for me and on my behalf any insurance, annuity or pension plan proceeds, benefits or payments whatsoever to which I am or may become entitled, including but not limited to life insurance proceeds, prepaid premium and premium on deposit, annuity payments, registered retirement savings plan payments, registered retirement income plan payments, health insurance payments, property or casualty insurance proceeds, pension plan payments or death benefit payments.

16.00 **POWER TO GIVE GUARANTEES**

16.01 To raise and assist in raising money for and to aid by way of bonus, loan, promise, endorsement, guarantee of securities or otherwise any person, firm or company and to guarantee the performance of contracts by any such person, firm or corporation.

17.00 **POWER TO CARRY ON BUSINESS**

17.01 Without being liable for any loss occasioned thereby to enter into or continue any business or businesses, whether or not owned by me, or by any corporation or corporations, including any business which I may own or in which I maybe interested or which I may control at the date hereof, either alone or in partnership or association with any person or persons, for such length of time as my attorney shall determine to be in my best interests; provided that my attorney shall be indemnified out of my assets for any loss, liability, costs or expenses suffered or incurred by reason of carrying on such business or businesses.

18.00 **POWER TO EMPLOY AGENT**

18.01 Instead of acting personally, from time to time and at anytime or times to employ and to pay an agent whether a solicitor, banker, stockbroker, trust company or other person in the Province of Manitoba or in any other jurisdiction in which any of my assets are situated, to transact any business or do any act required to be transacted or done, to keep all or any accounts pertaining to my assets, to maintain books of account, to receive and disburse monies, and to perform any clerical duties in connection with all or part of my assets in accordance with the instructions of my attorney and otherwise to manage all or part of my assets; in the manner authorized and directed by my attorney, and my attorney may terminate or revoke any such agency at any time, and for the purposes hereinbefore mentioned my attorney may pay to any such agent so employed such remuneration, including all charges and expenses so incurred, as my attorney shall consider appropriate, and my attorney shall not be responsible for the default of any such agent if employed in good faith.

19.00 **POWER TO ARRANGE ACCOMMODATION**

19.01 From time to time, to arrange for my personal care and accommodation in any house, apartment, hospital, nursing home, guest home or personal care facility, and to sign any application, lease or other contract or agreement for this purpose and to make all payments pursuant thereto from time to time as may be required.

19.02 If I am living in a hospital, personal care home or similar facility and there is no reasonable prospect that I will return to live in my own home, my attorney is authorised to distribute those of my personal effects that I no longer require, in accordance with any instructions contained in my last will and testament or any memorandum prepared by me, or failing applicable direction by me, as my attorney using discretion, sees fit.

20.00 **POWER TO MAKE GIFTS**

20.01 I authorize my attorney to make gifts on my behalf to individuals and/or charities at such times and in such amounts as are consistent with any gift-giving in the three years immediately preceding my incapacity.

21.00 **INCOME TAX**

21.01 To deal with all matters concerning my Income Tax and I hereby authorize Canada Customs & Revenue Agency (or any successor authority thereto) to release any and all information with respect to my personal Income Tax to my attorney upon request by my attorney.

22.00 **RENUNCIATIONS**

22.01 And to renounce all my right and entitlement to the probate and execution of any will or testamentary document of any kind in which I may be named as Executor or Executrix and to renounce all my right and title to Letters of Administration of the property of any deceased individual for whose estate I may be entitled to apply for administration, and to renounce all my right and title to be appointed as Committee of the property of any individual for whose estate I may be entitled to apply for appointment as Committee.

23.00 **POWER TO APPOINT A SUBSTITUTE OR SUBSTITUTES**

23.01 To appoint a substitute attorney or attorneys with the same or more limited powers as are set out herein and, at pleasure, to revoke any or all powers given to such substitute or substitutes. I hereby ratify and confirm and agree to ratify and confirm and allow all that my attorney or such substitute or substitutes shall lawfully do or cause to be done; including in such confirmation whatsoever shall be done between the time of my decease or of the revocation of these presents, and the time of such decease or revocation being known to my attorney or such substitutes.

24.00 **GENERAL POWER**

24.01 To act generally as my attorney in relation to the premises and all other matters in which I am interested or concerned, and on my behalf to execute all documents and do all lawful acts, which in the opinion of my attorney may be necessary or desirable. I hereby declare that my attorney shall have all the powers in regard to my property as if my attorney were the owner thereof and otherwise. I hereby authorize my attorney to do on my behalf anything I can lawfully do by an attorney. The specification of the particular powers in this Enduring General Power of Attorney shall not diminish or affect the generality of the powers conferred by this paragraph.

25.00 **POWER TO BE REIMBURSED OR TO MAKE REASONABLE CHARGES**

25.01 From time to time, to be reimbursed for disbursements incurred on my behalf, from my bank account or other assets.

25.02 I authorize my attorney to be paid reasonably and fairly for services performed on my behalf as my attorney, from my bank account or other assets.

25.03 I direct my attorney to provide an accounting of all fees and disbursements paid to my attorney under this Paragraph 25.00, and of all other dealings with my assets to my cousin, Jules Chartrand, who shall be the "recipient" as that term is defined under *The Powers of Attorney Act*, for all purposes. My attorney shall provide the accounting as often as the recipient from time to time may reasonably require, but not more often than once in any twelve month period.

26.00 **REVOCATION OF PREVIOUS POWERS OF ATTORNEY**

26.01 I do hereby expressly revoke any power of attorney previously given by me.

27.00 **MENTAL INFIRMITY**

27.01 I declare that the authority in this Enduring General Power of Attorney given to my attorney is to remain in full force and effect, notwithstanding any future or periodic mental infirmity or incompetency on my part, until expressly revoked by me.

28.00 **POWER TO CONTINUE UNTIL NOTICE**

28.01 Any bank financial institution or other person or persons may continue to deal with my attorney until notice of revocation hereto has been given by me in writing to such bank financial institution or other person or persons.

29.00 **RATIFICATION OF ATTORNEY'S ACTS**

29.01 Until notice of revocation as referred to above has been given, all that my attorney shall do or purport to do by virtue hereof is fully ratified and confirmed.

30.00 **SINGULAR AND MASCULINE**

30.01 Where the singular number and masculine gender are used throughout this instrument with reference either to the undersigned or to my attorney or attorneys herein named, the same shall be construed as meaning the plural or feminine or neuter where the context requires.

31.00 **PARAGRAPH HEADINGS**

31.01 The paragraph headings in this Enduring General Power of Attorney have been inserted for convenience only and are deemed not to form part of this Enduring General Power of Attorney.

SIGNED AND SEALED at Winnipeg, Manitoba, this *8th* day of *February*, 2008.



A Notary Public in and for
the Province of Manitoba



Lionel Andre Bouchard

CANADA) I, DENNIS ALFRED SMITH
)
PROVINCE OF MANITOBA) 201 – 3111 Portage Avenue
)
TO WIT:) in Winnipeg, Manitoba, R3K 0W4

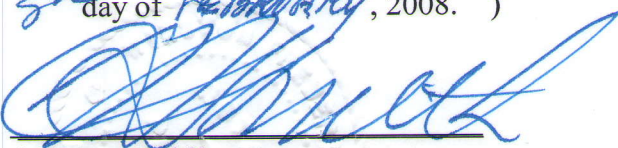
MAKE OATH AND SAY AS FOLLOWS:

1. I was personally present and did see the within General Power of Attorney duly signed, sealed and executed by the donor of the power, Lionel Andre Bouchard, at the City of Winnipeg, in the Province of Manitoba, on the *8th* day of *February*, 2008 and at the time of execution the donor was, in my opinion, of sound mind, memory and understanding.
2. I know the donor and he is in my belief eighteen (18) years of age or more.
3. I am a subscribing witness to the General Power of Attorney.
4. The General Power of Attorney was executed by the donor in my presence or the donor acknowledged his signature in my presence, whereupon I did, in the presence of the donor, subscribe the General Power of Attorney as a witness.

SWORN before me at the)
City of Winnipeg in the)
Province of Manitoba this)
8th day of *FEBRUARY*, 2008.)



DENNIS ALFRED SMITH



A Notary Public
in and for the Province of Manitoba.

HOOK & SMITH

Barristers, Solicitors and Notaries Public

201 - 3111 Portage Avenue
Winnipeg, Manitoba
CANADA
R3K 0W4
Tel: (204) 885-4520
Fax: (204) 837-9846
E-Mail: general@hookandsmith.com

Dennis A. Smith LL.B.
Bernard Toews B.A. LL.B.
Winston F. Smith Q.C.
Grant W. Davis, B.A. LL.B.
Gordon P. Hook (Retired)
Garry N. Harvey (1944-1998)

File No.: 11008 S
Matter No.: 21

February 8, 2008

Lionel Andre Bouchard
Box 81
Elie, Manitoba R0H 0H0

Dear Mr. Bouchard:

Re: Your Will, Power of Attorney and Health Care Proxy

We confirm that on February 8, 2008, you attended at our offices and executed your Will, Power of Attorney and Health Care Proxy. We also confirm that you have the original documents in your possession.

We recommend that you review your Will, Power of Attorney and Health Care Proxy from time to time. We would also recommend that you keep the originals in a safe place such as a safety deposit box and mark their location on the copies provided to you which you can keep with your personal papers at home.

We enclose our Statement of Account.

Thank you for allowing us to be of service to you in this matter.

Yours truly,

HOOK & SMITH



Per: Dennis A. Smith
DAS/ceo
Enclosures

DESIGNATION OF A HEALTH CARE PROXY

1. I, Lionel Andre Bouchard, hereby designate the following persons as my Health Care Proxies:

- a) my sister, Madeleine Fillion,
- b) my daughter, Marlene Legare,
- c) my cousin, Jules Chartrand.

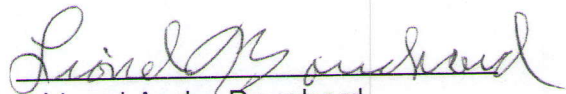
2. I wish my Proxies to act consecutively so that my cousin, Jules Chartrand will only act if my daughter, Marlene Legare, cannot or will not act and that my daughter, Marlene Legare, will only act if my sister, Madeleine Fillion, cannot or will not act.

3. I place no restrictions on the ability of my Health Care Proxy to make medical decisions on my behalf when I lack the capacity to do so for myself.

SIGNED at the City of Winnipeg, in the Province of Manitoba, this 8th day of February, 2008.

Witness




Lionel Andre Bouchard

