

The Electronic-Rights Defence Committee (ERDC)

Minutes of the Annual General Meeting

19h00 Monday, March 24, 2014
Sylvestre, Fafard, Painchaud Law Offices
740 Atwater Ave. , Montreal.

Present: Mary Soderstrom (Chair), Jack Ruttan (Secretary), Ron Diamond (Treasurer), David Homel (Class Representative), Tracey Arial & Julie Gedeon (Executive Members at Large).

Guests: M^e Mireille Goulet & M^e Catherine Sylvestre

1. **Adoption of the agenda:** Jack Ruttan moved that the agenda be adopted. David Homel seconded. Agenda was adopted.
2. **Acceptance of minutes of previous AGM:** Jack Ruttan moved. Tracey Arial seconded. Minutes were accepted.
3. **Approval of Financial Statements.** Ron Diamond moved that the financial statements be approved. David Homel seconded. The financial statements were approved.
4. Report from the Chair: What's happened since March 2013: Five resolutions were adopted..

a)Resolution 2014-1:

In order to proceed with the distribution of Postmedia stock to claimants in the ERDC's class action against The Gazette and its legal successors

Be it resolved that the ERDC strike a three person committee charged with receiving and approving claims in the class action. Julie Gedeon moved that the resolution be adopted. Ron Diamond seconded the motion. The motion was carried unanimously.

b) Resolution 2014-2: In order to fulfill the requirements of Computershare, which holds the 189 479 Postmedia stock awarded to the Electronic Rights Defence Committee (ERDC, a nonprofit entity registered with the Quebec government since 2 February 1997 with NEQ 1146541108), in settlement of the class action brought by the ERDC against The Gazette and its legal successors,

Be it resolved that the executive committee of the ERDC be authorized to open an account with the Bank of Montreal to allow BMO to provide Gold Medallion certification for claims to Postmedia stock submitted by members of the class.

Tracey Arial moved that the resolution be adopted. David Homel seconded the motion. The motion was carried unanimously.

c) Resolution 2014-3:

In order to fulfill the requirements of Computershare, which holds the 189 479 Postmedia

stock awarded to the Electronic Rights Defence Committee (ERDC, a nonprofit entity registered with the Quebec government since 2 February 1997 with NEQ 1146541108), in settlement of the class action brought by the ERDC against The Gazette and its legal successors,

Be it resolved that the executive committee of the ERDC be authorized to open an account with the Bank of Montreal to allow BMO to provide Gold Medallion certification for claims to Postmedia stock submitted by members of the class. Jack Ruttan moved that the resolution be adopted. Julie Gedeon seconded the motion. The motion was carried unanimously.

d) Resolution 2014-4:

In order to simplify the treatment of the 189 479 Postmedia shares held in trust by Computershare for the ERDC

Be it resolved that the various accounts (188 616 in C0000003221, 50 in C0000003875 and 813 in C0000006858 be consolidated into one account and that the ERDC executive communicate this resolution to Computershare. Julie Gedeon moved that the resolution be adopted. David Homel seconded the motion. The motion was carried unanimously.

e) Resolution 2014-5: Mary Soderstrom moved that the resolution be adopted with the following friendly amendments (in boldface) to read:

“Whereas the \$83,210.27 received by the ERDC in the settlements with various defendants is not sufficient to pay what is owed to legal counsel under our agreements with them (25 per cent of cash and 25 per cent of stock plus taxes) as well as reimbursing the Fonds d’aide aux recours collectif for advances over a 15-year period,

Be it resolved that the ERDC Executive Committee be authorized to enter into an agreement with (deleted) to sell sufficient shares of Postmedia Stock to completely reimburse the Fonds d’aide aux recours collectif for advances over a 15-year period, and pay legal counsel, **including all applicable taxes for both cash and stock payments.**”

Julie Gedeon seconded the motion. The motion was carried unanimously.

5. **Report from Legal Counsel:** (Deleted)
6. **Election of New Officers:** The ERDC executive agreed to stay on through the next year, except for Merrily Weisbord (Executive Member at Large). These include Mary Soderstrom, Chair; Jack Ruttan, Secretary; Ron Diamond, Treasurer; Executive Members at Large: Tracey Arial, Ann Diamond, Julie Gedeon & Stephanie O’Hanley. The slate was approved unanimously.
7. **Other Business: Resolution 2014-6:** It was resolved that a committee be struck, as per the resolutions above, consisting of Tracey Arial, Julie Gedeon, and Mary Soderstrom. David Homel proposed the motion. Ron Diamond seconded. Motion

carried.

8. **Time and place for next Annual General Meeting:** To be determined later.
9. **Adjournment:** David Homel moved the meeting be adjourned. Ron Diamond seconded. Meeting adjourned at 20h15.