SENVEST CAPITAL INC.

ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2009

MARCH 31, 2010

Unless otherwise indicated, the information contained in this annual information form is given as of December 31, 2009

TABLE OF CONTENTS

USE OF CURRENCY i
SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS i
INCORPORATION 1
GENERAL DEVELOPMENT OF THE BUSINESS 2
DESCRIPTION OF THE BUSINESS 2
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 3
RISK FACTORS 3
DIVIDENDS 3
CAPITAL STRUCTURE 4
MARKET FOR THE NEGOTIATION OF SECURITIES 4
DIRECTORS AND OFFICERS 4
AUDIT COMMITTEE INFORMATION 6
TRANSFER AGENT AND REGISTRAR 7
INTEREST OF EXPERTS 8
ADDITIONAL INFORMATION 8
APPENDIX 1 - AUDIT COMMITTEE CHARTER A-1

USE OF CURRENCY

Unless otherwise indicated, in this Annual Information Form all dollar amounts refer to Canadian dollars.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

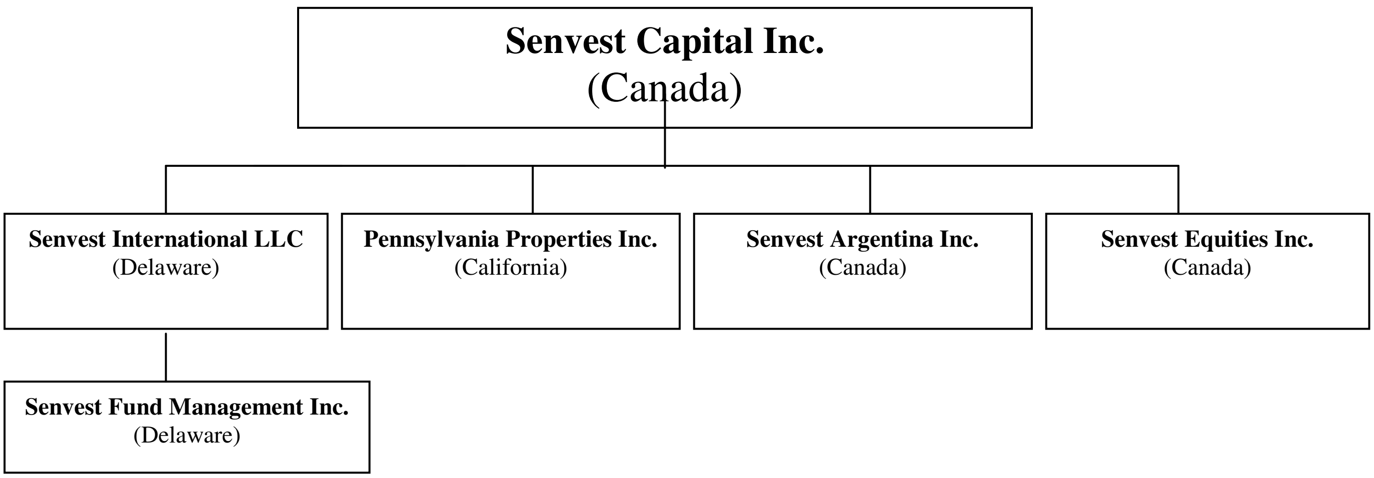
Certain statements contained in this Annual Information Form, and in certain documents incorporated or deemed to be incorporated by reference in this Annual Information Form, constitute forward-looking statements. When used in this document, the words "anticipate", "believe", "estimate", "expect", "plan", "future", "intend", "may", "will", "should", "predicts", "potential", "continue", and similar expressions, as they relate to Senvest Capital Inc. or its management, are intended to identify forward-looking statements. Such statements reflect the current views of Senvest Capital Inc. with respect to future events and are subject to certain known and unknown risks, uncertainties and assumptions. These statements should not be relied upon. Many factors could cause the actual results, performance or achievements of Senvest Capital Inc. to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements (see the section entitled “Risk Factors” appearing elsewhere in this Annual Information Form). These factors, some of which are discussed in greater detail elsewhere in this Annual Information Form under the heading “Risk Factors”, include risks associated with market and general economic conditions, interest rates, currency exchange rates, trading activities and investments, the adherence to one investment philosophy or strategy, regulatory and statutory developments, the ability of Senvest Capital Inc. and its subsidiaries to attract and retain key personnel, and the historic limited trading market for the common shares of Senvest Capital Inc. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. Senvest Capital Inc. does not intend, and does not assume any obligation, to update these forward-looking statements, except as may be required under applicable securities legislation. Additional information about the material factors that could cause actual results, performance or achievements of Senvest Capital Inc. to be materially different from any future results, performance or achievements that may be expressed or implied as reflected in the forward-looking statements is contained in Senvest Capital Inc.’s annual report and other documents filed from time to time with the Canadian securities regulatory authorities, all of which are available through the SEDAR website at www.sedar.com.

INCORPORATION

Senvest Capital Inc. (the "Corporation") was incorporated under Part I of the *Canada Corporations Act* on November 20, 1968 under the name Sensormatic Electronics Canada Limited, and was continued under the *Canada Business Corporations Act* under the name Sensormatic Canada Limited on July 23, 1979. On April 21, 1991, the Corporation changed its name to Senvest Capital Inc.

The head office and principal place of business of the Corporation is located at 1000 Sherbrooke Street West , Suite 2400, Montreal, Quebec H3A 3G4.

The following diagram sets forth the Corporation's principal operating subsidiaries and indicates their jurisdictions of incorporation. All of these subsidiaries are wholly-owned by the Corporation.



The Corporation has adopted Accounting Guideline 15 (“AcG15”) – Consolidation of Variable Interest Entities (“VIEs”) of the Canadian Institute of Chartered Accountants Handbook. AcG15 addresses the issue of the consolidation and disclosure of VIEs by reporting enterprises. Under AcG15 the reporting enterprise consolidates a VIE when that enterprise has a variable interest that absorbs a majority of the entity’s expected losses, receives a majority of the entity’s return, or both. Although the reporting enterprise consolidates the VIE, it does not own any of the equity interest in the VIE and therefore has limited access to the VIE’s assets.

As a result of its adoption of AcG15, the Corporation consolidated the results of its VIE for the purposes of its December 31, 2009 financial statements. However, the VIE is not a subsidiary of the Corporation for the purposes of the disclosure required in this section of the Annual Information Form.

For further information on this matter, please see the notes to the Corporation’s financial statements for the fiscal year ended December 31, 2009.

In this Annual Information Form, unless the context otherwise requires or indicates, the term the "Corporation" mean Senvest Capital Inc. and its subsidiaries, collectively.

GENERAL DEVELOPMENT OF THE BUSINESS

Prior to December 31, 1990, the Corporation's principal operations were as the exclusive Canadian licensee of Sensormatic Electronics Corporation ("Sensormatic") for the assembly, marketing and servicing of electronic article surveillance systems and closed circuit television equipment for use by retailers and commercial-industrial customers. On December 31, 1990, the Company sold its electronic article surveillance business as it related to retail stores. The remaining part of its operations in this field of activity ceased in 1997 when the Corporation entered into a long-term agreement with Sensormatic which provided for Sensormatic or its successors to distribute the commercial and industrial product lines in Canada in return for payments to be made to the Corporation based on sales performance.

In 1992, the Corporation launched Pennsylvania Properties Inc. ("PPI") in order to seek out and participate in real estate investment opportunities principally in the United States. In 2005, the Corporation incorporated Senvest Argentina Inc. ("Senvest Argentina") as a vehicle through which it expanded its real estate activities into Argentina. In 2006, the Corporation incorporated Senvest Equities Inc. ("Senvest Equities") in order to invest in certain United States real estate income trust (REIT) opportunities.

In 1994, the Corporation launched Senvest International L.L.C. ("Senvest International") in order to seek out and participate in business opportunities existing outside of Canada. In 1997, Senvest International, through its wholly-owned subsidiary Senvest Fund Management Inc., started up a fund with an executive of the Corporation for institutions and high net worth individuals which focuses primarily on small- and mid-cap publicly traded companies. In 2003, a second fund was started which focuses on companies having a connection with Israel.

DESCRIPTION OF THE BUSINESS

The Corporation manages a portfolio of equity and real estate investments.

The Corporation's investments in both publicly-traded and privately-held companies are principally carried out through Senvest International, while its investments in real estate are principally carried out through PPI, Senvest Argentina and Senvest Equities.

The Corporation's holdings are principally in small- and mid-cap companies located primarily in the United States and are at varying levels of participation. Prior to making any investment, the Corporation conducts extensive industry- and company-specific research, including an in-depth analysis of the senior management and its long-term strategy.

With all of its equity holdings, the Corporation's strategy is to focus on long-term growth as opposed to quarterly results.

The Corporation also provides services to two equity funds (the "Funds") targeted toward institutions and high net worth individuals. As at December 31, 2009, the Funds had approximately $254 million under management. For further information on these investments, please see note 4 to the Corporation's financial statements for the fiscal year ended December 31, 2009.

The Corporation's real estate holdings are located primarily in the United States and consist principally of office, research and development and telecommunications properties. The Corporation has also invested in self-storage properties in Spain as well as in other properties in Argentina. On an ongoing basis, the Corporation actively seeks out attractively priced opportunities in this field. For further information on these real estate investments, please see the notes to the Corporation's financial statements for the fiscal year ended December 31, 2009.

As at December 31, 2009, the total assets of the Corporation were $402,851,134, of which the Corporation's equity holdings accounted for $256,810,950, its investments in the Funds accounted for $105,683,819 and its real estate holdings accounted for $15,269,199.

As at December 31, 2009, the Corporation had 14 employees operating out of offices located in Montreal, Quebec and New York City, New York.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

An entity owned by an executive of the Corporation acts as the advisor to the Funds. In turn, the Corporation acts as a sub-advisor to such entity. This entity is considered by the Corporation as a VIE and has been consolidated in the Corporation's financial statements (see "Incorporation"). In addition, the Corporation is an investor in the Funds (see "Description of the Business"). The non-controlling interest of the VIE was $24,315,111 as at December 31, 2009.

RISK FACTORS

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the period in which they become known. Many of the Corporation's assets are denominated in U.S. dollars, so the Corporation is exposed to currency risk due to potential variations in the U.S. dollar in relation to the Canadian dollar. In addition, the Corporation's financial performance may be significantly affected by volatility and changes in the equity markets, interest rates and exchange rates. In the event of a severe market correction, the Corporation believes that the majority of its assets possess a high degree of liquidity.

DIVIDENDS

No dividends were declared on the outstanding common shares in the share capital of the Corporation ("Common Shares") during the fiscal year ended December 31, 2009. The dividends declared on the Common Shares during the fiscal years ended December 31, 2008 and 2007 were as follows:

Payment Date	Amount of Dividend
August 15, 2008	$0.15
August 27, 2007	$0.15

CAPITAL STRUCTURE

The Company has only one class of shares, the Common Shares, issued and outstanding.

MARKET FOR THE NEGOTIATION OF SECURITIES

The Common Shares are listed on The Toronto Stock Exchange under the symbol SEC. The stock price of the Common Shares ranged from $16.50 to $64.99 in 2009. The average monthly trading volume was 1,720 shares.

DIRECTORS AND OFFICERS

The following table sets forth various information regarding the current directors and executive officers of the Corporation:

Name and Municipality of Residence	Office with the Corporation	Director Since	Principal Occupation	Common Shares Beneficially Owned or Over Which Control is Exercised and Percentage of Outstanding Common Shares[2]
VICTOR MASHAAL Montreal, Quebec	Chairman of the Board and President	1968	Chairman of the Board and President of the Corporation	1,145,170 (40.16%)
RONALD G. ASSAF[1] Boca Raton, Florida	Director	1972	Business Executive	31,302 (1.10%)
FRANK DANIEL Montreal, Quebec	Director and Secretary-Treasurer	1972	Secretary-Treasurer of the Corporation	82,402 (2.89%)
DONALD E. DUNN[1] Montreal, Quebec	Director	1983	Business Executive	7,000 (0.25%)
JEFFREY JONAS[1] Boston, Massachusetts	Director	2005	Partner, Brown Rudnick, a law firm	Nil

Name and Municipality of Residence	Office with the Corporation	Director Since	Principal Occupation	Common Shares Beneficially Owned or Over Which Control is Exercised and Percentage of Outstanding Common Shares[(2)]
RICHARD MASHAAL Montreal, Quebec	Director and Vice-President/President, Senvest International L.L.C.	2001	Vice-President of the Corporation/President, Senvest International L.L.C.	242,900 (8.52%)
GEORGE MALIKOTSIS Montreal, Quebec	Vice-President, Finance	-	Vice-President, Finance of the Corporation	60,000 (2.10%)

(1) Member of the Audit Committee.
(2) As at March 15, 2010.

The information as to the number of Common Shares beneficially owned or over which control is exercised, not being within the knowledge of the Corporation, has been provided by each director and executive officer.

During the last five years, all of the directors and executive officers have been engaged in their present principal occupations or in other executive capacities with the companies indicated opposite their names or with related or affiliated companies.

Each of the foregoing directors shall continue to hold office until the Corporation's next Annual Meeting of Shareholders scheduled to be held on June 1, 2010 and has been proposed by management of the Corporation for election at such meeting as a director of the Corporation for a further one-year term.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, no director or officer of the Corporation is, or has been within the past 10 years, a director or officer of any other company that, while such person was acting in that capacity or as a result of events that occurred while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied such company access to any exemptions under Canadian securities legislation for a period of more than 30 consecutive days.

To the knowledge of the Corporation, no director or officer of the Corporation or shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation (a "control person") is, or has been within the past 10 years, a director or officer of any other company that, while such person was acting in that capacity or within one year thereafter, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of the Corporation, no director, officer or control person of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, nor has any director, officer or control person of the Corporation been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

To the knowledge of the Corporation, no director, officer or control person of the Corporation, nor any personal holding company of any such person, has, within the past 10 years, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Corporation also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under applicable corporate and securities legislation.

AUDIT COMMITTEE INFORMATION

Composition of the Audit Committee

The audit committee (the "Audit Committee") of the Corporation is composed of the following three members: Donald Dunn (Chairman), Ronald Assaf and Jeffrey Jonas.

Relevant Education and Experience

The Board believes that the composition of the Audit Committee reflects a high level of financial literacy and expertise. Each member of the Audit Committee has been determined by the Board to be "independent" and "financially literate" as such terms are defined under Canadian securities legislation. The Board has made these determinations based on the education and breadth and depth of experience of each member of the Audit Committee. The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee:

Donald Dunn - Mr. Dunn is a Chartered Accountant with over 40 years of experience in the preparation and interpretation of financial statements.

Ronald Assaf – Mr. Assaf attended the University of Akron in Ohio from 1953 to 1957, where he majored in Liberal Arts. He served as the Chief Executive Officer of Sensormatic Electronics Corporation, Inc. ("Sensormatic"), a U.S. public company which traded on the New York Stock Exchange, for over 30 years. In 2001, Sensormatic was sold to Tyco International. At such time, Sensormatic had a market capitalization of over US$1 billion. As the Chief Executive Officer of Sensormatic, Mr. Assaf was closely involved in all aspects of the company's financial reporting process, including overseeing the preparation of financial statements and interacting with the company's outside auditors regarding ongoing issues pertaining to the collection and presentation of the company's financial results. Mr. Assaf is currently the Chairman of the Board of Nova Southeastern University in Florida.

Jeffrey Jonas - Mr. Jonas is a corporate attorney. He is a senior partner in the insolvency and finance group of Brown Rudnick, a Boston-based law firm, and specializes in the area of financial institutions. In such capacity, Mr. Jonas has extensive exposure to matters pertaining to financial statements and their interpretation through his involvement in financial work-outs, reorganizations and valuations.

The Audit Committee's Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee's charter, the text of which is set forth in Appendix I to this Annual Information Form.

Pre-Approval Policies and Procedures

The Audit Committee has instituted a policy to pre-approve audit and non-audit services to be performed by the Corporation's auditors, with a view to ensuring the independence of such auditors. In order to expedite certain decisions which may be required to be made during the course of the year in this respect, and having regard to the Corporation's overall budget for audit services, the Audit Committee has pre-approved the expenditure in any one year by the Corporation of up to $20,000 for non-audit related work and of up to a further $10,000 to be allocated to services to be determined at the discretion of the Chairman of the Audit Committee.

Auditors' Service Fees

Aggregate fees paid to the Corporation's auditors during the fiscal years ended December 31, 2009 and 2008 were as follows:

Fees	2009	2008
Audit Fees	$200,000	$200,000
Audit-Related Fees[1]	$12,500	$22,000
Tax Fees	-	-
All Other Fees[2]	$30,000	-
Total:	$242,500	$222,000

(1) These fees relate to translation services, consulting services in connection with accounting and financial reporting standards and AuG44 consent.
(2) These fees relate to advice in connection with the transition to International Financial Reporting Standards.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Corporation's Common Shares is Computershare Investor Services Inc. at its principal offices in Montreal, Quebec.

INTEREST OF EXPERTS

PricewaterhouseCoopers LLP are the external auditors of the Corporation. To the knowledge of the Corporation, PricewaterhouseCoopers LLP are independent of the Corporation within the meaning of the Code of Conduct of the *Ordre des comptables agrées du Québec*.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on the SEDAR website under the Corporation's profile at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Corporation's information circular for its most recent annual meeting of securityholders.

Additional financial information is provided in the Corporation's audited annual financial statements and management's discussion and analysis for the fiscal year ended December 31, 2009.

APPENDIX 1 - AUDIT COMMITTEE CHARTER

ORGANIZATION

There shall be a committee of the board of directors (the "Board") to be known as the audit committee (the "Audit Committee"). The Audit Committee shall be composed of no fewer than three (3) directors, all of whom are independent of the management of the Corporation and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as an Audit Committee member. All Audit Committee members shall have the ability to read and understand financial statements and at least one Audit Committee member shall have accounting or related financial expertise.

STATEMENT OF POLICY

The Audit Committee shall provide assistance to the directors in fulfilling their responsibilities in connection with the supervision of the accounting and reporting practices of the Corporation, and the quality and integrity of the financial reports of the Corporation. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors and the financial management of the Corporation. The Corporation currently does not have an internal audit function. If this function is established in the future, then this Charter will be amended to reflect this.

CONTINUOUS ACTIVITIES – GENERAL

1. Provide an open avenue of communication between the independent auditor and the Board.

2. Confirm and assure the independence of the independent auditor.

3. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.

4. Inquire of management and the independent auditor about significant risks or exposure, including those which could impact the financial reporting of the Corporation, and assess the steps management has taken to minimize such risks.

5. Assess the effectiveness of management's overall process for identifying principal business risks and report thereon to the Board.

6. Ensure that the disclosure of the process followed by the Board and its committees with respect to the oversight of the Corporation's management of principal business risks is complete and fairly presented.

7. Consider and review with management and the independent auditor:

    (a) the adequacy of the Corporation's internal controls, including computerized information system controls and security; and

(b) related findings and recommendations of the independent auditor together with management's responses.

8. Consider and review with management and the independent auditor:

   (a) significant findings during the year, including the status of previous audit recommendations;

   (b) any difficulties encountered in the course of audit work, including any restrictions on the scope of activities or access to required information; and

   (c) management's letter and post-audit response.

9. Ensure that management has developed and implemented appropriate policies regarding continuous disclosure and that there is compliance with filing requirements and prompt reporting to all investors of material events impacting the Corporation.

10. Meet periodically with the independent auditor and management in separate executive sessions to discuss any matters that the Audit Committee or these groups believe should be discussed privately with the Audit Committee.

11. Report periodically to the Board on significant results of the foregoing activities.

12. Instruct the independent auditor that the Board, as fiduciary for the shareholders, is the independent auditor's client.

13. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

CONTINUOUS ACTIVITIES – REPORTING

1. Advise financial management and the independent auditor that they are expected to provide a timely analysis of significant current financial reporting issues and practices.

2. Provide that financial management and the independent auditor discuss with the Audit Committee their qualitative judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by the Corporation and particularly about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates.

3. Inquire as to the independent auditor's independent qualitative judgments about the appropriateness, not just the acceptability, of the accounting principles and the clarity of the financial disclosure practices used or proposed to be adopted by the Corporation.

4. Inquire as to the independent auditor's views about whether management's choices of accounting principles are conservative, moderate or aggressive from the perspective of income, asset and liability recognition and whether those principles are common practices or are minority practices.

5. Determine, as regards new transactions or events, the independent auditor's reasoning regarding the appropriateness of the accounting principles and disclosure practices adopted by management.

6. Assure that the independent auditor's reasoning is described in determining the appropriateness of changes in accounting principles and disclosure practices.

7. Inquire as to the independent auditor's views about how the Corporation's choices of accounting principles and disclosure practices may affect shareholders and public views and attitudes about the Corporation.

SCHEDULED ACTIVITIES

1. Recommend the selection of the independent auditor, for approval by the Board, approve the compensation of the independent auditor and review and approve the discharge of the independent auditor. When there is to be a change of independent auditor, review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.

2. Consider, in consultation with the independent auditor, the audit scope and plan of the independent auditor.

3. Review with management and the independent auditor the results of annual audits and related comments in consultation with other committees, as deemed appropriate, including:

    (a) the independent auditor's audit of the Corporation's annual financial statements, accompanying footnotes and its report thereon;

    (b) any significant changes required in the independent auditor's audit plans;

    (c) any difficulties or disputes with management encountered during the course of the audit;

    (d) any significant variances between comparative reporting periods; and

    (e) other matters related to the conduct of the audit, which are to be communicated to the Audit Committee under Generally Accepted Auditing Standards.

4. Review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Instrument 51-102, on a routine basis, whether or not there is to be a change of independent auditor.

5. Arrange for the independent auditor to be available to the full Board at least annually to help provide a basis for the Board to recommend the appointment of the independent auditor.

6. Assure that the independent auditor's reasoning is described in accepting or questioning significant estimates by management.

7. Review the unaudited quarterly financial statements and all material continuous disclosure documents prepared by management.

"WHEN NECESSARY" ACTIVITIES

1. Review and approve requests for any non-audit services to be performed by the independent auditor's firm or its affiliates, together with estimated fees, be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter

and consider the impact of the provision of such services on the independence of the independent auditor.

2. Review periodically with general counsel legal and regulatory matters that may have a material impact on the Corporation's business, financial statements, compliance policies and programs and any reportable events.

3. Review all public disclosure documents containing audited or unaudited financial information before release, including any prospectus. In addition, the Audit Committee shall review and be satisfied that adequate procedures are in place for the review and timely disclosure of financial information by the Corporation extracted or derived from the Corporation's audited and unaudited financial statements and periodically assess the adequacy of those procedures.

4. Conduct or authorize investigations into any matters within the Audit Committee's scope of responsibilities.

NOMINATION

The Board shall appoint the members of the Audit Committee and the Chair of the Audit Committee annually at the first meeting of the Board after the meeting of the shareholders at which directors are elected each year. The Board may appoint a member to fill a vacancy which occurs in the Audit Committee between annual elections of directors. Any member of the Audit Committee may be removed or replaced at any time by the Board.

MEETINGS

The Audit Committee shall meet as frequently as it determines necessary but not less frequently than once each quarter. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Chair of the Audit Committee may call meetings of the Audit Committee and must call a meeting when requested to do so by a member of the Audit Committee, the independent auditor, the Chairman and Chief Executive Officer or the Chief Financial Officer. Notice of the time and place of each meeting of the Audit Committee must be given to each member of the Audit Committee and the independent auditor, not less than 48 hours before the time of the meeting. A quorum of the Audit Committee shall be a majority of its members. The powers of the Audit Committee may be exercised at a meeting at which a quorum of the Audit Committee is present in person or by telephone or other electronic means. Each member is entitled to one vote in Audit Committee proceedings.

REPORTS

The Audit Committee shall report the proceedings of each meeting and all recommendations made by the Audit Committee at such meeting to the Board at the Board's next meeting. The Audit Committee shall make such recommendations to the Board as it may deem appropriate and has such decision-making authority as the Board may determine from time to time.

ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

The Audit Committee shall have full, free and unrestricted access to management and employees and to the independent auditor. The Audit Committee has the authority to retain legal counsel, consultants or other advisors with respect to any issue or to assist it in fulfilling its responsibilities without consulting or obtaining the approval of any officer of the Corporation and the Corporation shall provide appropriate funding, as determined by the Audit Committee, for any such advisors.

ANNUAL REVIEW AND ASSESSMENT

The Audit Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this Charter. The Audit Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results to the Board. The Audit Committee shall also review and assess the adequacy of this Charter on an annual basis taking into account all legislative and regulatory requirements applicable to the Audit Committee as well as any best practice guidelines recommended by regulators or stock exchanges with which the Corporation has a reporting relationship.

WHISTLEBLOWER POLICY

General

The Corporation requires its directors, officers and employees to observe high standards of professionalism and ethical conduct in maintaining the financial records of the Corporation. In furtherance of this objective, and as stated in Multilateral Instrument 52-110, the Audit Committee is responsible for ensuring that a confidential and anonymous process exists whereby persons can express any concerns or complaints regarding any conduct which constitutes or could result in a violation of law or which places or could place in doubt the accuracy, fairness or appropriateness of any of the Corporation's accounting policies or financial reports. In order to carry out this responsibility, the Audit Committee has adopted a whistleblower policy (the "Whistleblower Policy").

For the purpose of the Whistleblower Policy, any conduct which constitutes or could result in a violation of law or which places or could place in doubt the Corporation's accounting or auditing practices or any other financial matters pertaining to the Corporation (including, without limitation, conduct in connection with accounting, internal accounting controls or auditing matters) and which is the subject of a complaint or submission is referred to as a "Misconduct".

No Retaliation

No director, officer or employee of the Corporation or of any of its subsidiaries (a "Reporting Party") who in good faith reports a Misconduct shall suffer as a result any harassment, retaliation or other adverse consequence. A director, officer or employee of the Corporation or of any of its subsidiaries who retaliates against a Reporting Party who has reported a Misconduct in good faith is subject to discipline up to and including termination of employment or office. The Whistleblower Policy is intended to encourage and enable Reporting Parties to raise serious concerns within the Corporation rather than seeking resolution outside the Corporation.

Acting in Good Faith

Anyone filing a complaint concerning a suspected Misconduct must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a Misconduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or with knowledge that they were false will be viewed as a serious disciplinary offence.

Reporting Violations

It is the responsibility of all Reporting Parties to report all suspected Misconducts in accordance with the Whistleblower Policy. The Corporation maintains an open door policy and suggests that all Reporting Parties share their questions, concerns, suggestions or complaints with someone who can address them properly.

In most cases, a Reporting Party should report a Misconduct to any of the members of the Audit Committee. However, if a Reporting Party is not comfortable speaking with a member of the Audit Committee, the Reporting Party should contact the Corporation's outside legal counsel, Blake, Cassels & Graydon LLP. In addition, the Chief Financial Officer of the Corporation is required to immediately notify the Audit Committee of any complaint of a Misconduct of which he or she becomes aware.

Investigations of Complaints

The Corporation's Audit Committee is responsible for investigating and resolving all reported complaints and allegations concerning Misconducts. The Audit Committee may retain independent legal counsel, accountants or others to assist in its investigations.

Confidentiality

Complaints or submissions concerning a suspected Misconduct may be submitted on a confidential basis by the Reporting Party or may be submitted anonymously. All complaints or submission will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Chair of the Audit Committee will notify the Reporting Party and acknowledge receipt of the reported suspected Misconduct within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The Corporation shall retain records of complaints for a period of no less than seven years as a separate part of the records of the Audit Committee.

Privacy Violations

In addition to the rules regarding accounting, internal accounting controls and auditing matters, recent privacy legislation, being the *Personal Information Protection and Electronic Documents Act* (Canada) ("PIPEDA") and the *Act Respecting the Protection of Personal Information in the Private Sector* (Quebec) ("PPIA"), provide that any person who has reasonable grounds to believe that there has been a contravention of either of PIPEDA or PPIA may notify the relevant Privacy Commissioner.

The Corporation must not harass, retaliate against or other impose adverse consequences upon any employee because such employee, acting in good faith and on the basis of reasonable belief, has disclosed to the Privacy Commissioner that the Corporation has contravened or is about to contravene either of PIPEDA or PPIA.

Members of the public may lodge anonymous complaints to avoid the possibility of retaliation.

Modification

The Audit Committee or the Board of Directors of the Corporation may modify the Whistleblower Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, provincial or local regulations and/or to accommodate organizational changes within the Corporation.