



SUPREMEX INC.

ANNUAL INFORMATION FORM

March 29, 2018

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EXPLANATORY NOTES

The information in this Annual Information Form is stated as at December 31, 2017, unless otherwise indicated.

Unless otherwise indicated or the context otherwise requires, “Supremex” or the “Company” refers to Supremex Inc. together with its subsidiaries and predecessors. References to “Management” in this Annual Information Form are to the senior officers of Supremex. Any statements in this Annual Information Form made by or on behalf of Management are made in such persons’ capacities as officers of Supremex and not in their personal capacities.

For an explanation of the capitalized terms and expressions and certain defined terms, please refer to the “Glossary of Terms” at the end of this Annual Information Form. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and comparative figures prior to January 1, 2011, are those of Supremex Income Fund (the “Fund”). References to “\$” are to Canadian dollars and references to “US\$” or “U.S. dollars” are to United States dollars.

FORWARD-LOOKING INFORMATION

This Annual Information Form contains “forward-looking information” within the meaning of applicable Canadian securities laws, including (but not limited to) statements about the EBITDA (or Adjusted EBITDA) and future performance of Supremex and similar statements or information concerning anticipated future results, circumstances, performance or expectations. Forward-looking information may include words such as anticipate, assume, believe, could, expect, goal, guidance, intend, may, objective, outlook, plan, seek, should, strive, target and will. Such information relates to future events or future performance and reflects current assumptions, expectations and estimates of management regarding growth, results of operations, performance, business prospects and opportunities, Canadian economic environment and liability to attract and retain customers. Such forward-looking information reflects current assumptions, expectations and estimates of management and is based on information currently available to Supremex as at the date of this Annual Information Form. Such assumptions, expectations and estimates are discussed throughout our Management, Discussion and Analysis (“MD&A”) for the year ended December 31, 2017.

Forward-looking information is subject to certain risks and uncertainties, and should not be read as a guarantee of future performance or results and actual results may differ materially from the conclusion, forecast or projection stated in such forward-looking information. These risks and uncertainties include but are not limited to the following: economic cycles, availability of capital, decline in envelope consumption, increase of competition, exchange rate fluctuation, raw material price increases, credit risks with respect to trade receivables, increase in pension plans responsibilities, postal services deficiencies, interest rate fluctuation and potential risk of litigation. Such risks and uncertainties are discussed throughout this Annual Information Form and, in particular, in “Risk Factors”. Consequently, we cannot guarantee that any forward-looking statements or information will materialize. Readers should not place any undue reliance on such forward-looking information unless otherwise required by applicable securities legislation. The Company expressly disclaims any intention and assumes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

DEFINITION OF EBITDA, ADJUSTED EBITDA, ADJUSTED NET EARNINGS, AND NON-IFRS MEASURES

References to “EBITDA” are to earnings before financing charges, income tax expense, amortization of property, plant and equipment and of intangible assets and gain or loss on disposal of property, plant and equipment. Supremex believes that EBITDA is a measurement commonly used by readers of financial statements to evaluate a company’s operational cash-generating capacity and ability to discharge its financial expenses.

References to “Adjusted EBITDA” are to EBITDA adjusted to remove non-recurring items such as gains on amendments to pension and post-retirement benefits plans in 2015 and in 2017, adjusted to remove non-recurring items such as the expenses related to the shutdown of non-core operations of Printer Gateway as well as the effect of removing remuneration expenses related to the accounting of contingent considerations in connection with business combinations. Supremex believes that Adjusted EBITDA is a measurement commonly used by readers of financial statements to evaluate a company’s operational cash-generating capacity and ability to discharge its financial expenses.

References to “Adjusted net earnings” are to Net earnings adjusted to remove non-recurring items such as gains on amendments to pension and post-retirement benefits plans, net of tax and the expenses related to the shutdown of non-core operations of Printer Gateway as well as the effect of removing remuneration expenses related to the accounting of contingent considerations in connection with business combinations, net of income taxes.

EBITDA, Adjusted EBITDA or Adjusted Net Earnings is not an earnings measure recognized under IFRS and does not have a standardized meaning prescribed by IFRS. Therefore, EBITDA, Adjusted EBITDA or Adjusted Net Earnings may not be comparable to similar measures presented by other entities. Investors are cautioned that EBITDA, Adjusted EBITDA or Adjusted Net Earnings should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of the Company’s performance.

CORPORATE STRUCTURE

Name, Address and Incorporation

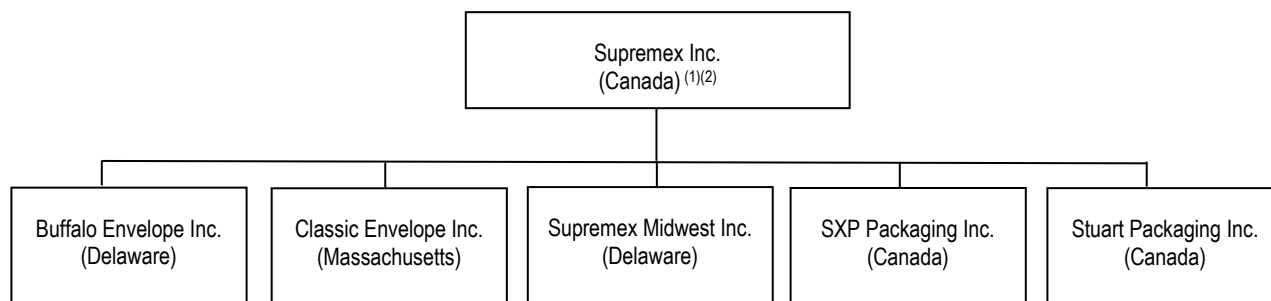
Supremex Inc. is governed by the *Canada Business Corporation Act* (the “CBCA”) pursuant to articles of arrangement dated January 1, 2011. Supremex is a reporting issuer in all the provinces of Canada and its common shares are publicly traded on the Toronto Stock Exchange (“TSX”) under the symbol “SXP”. The Company’s registered office is located at 7213 Cordner, LaSalle, Québec, H8N 2J7.

Supremex resulted from conversion on January 1, 2011, of the Fund into a public corporation named Supremex Inc. pursuant to a court-approved plan of arrangement (the “Arrangement”) under section 192 of the CBCA. As a result of the Arrangement, unitholders (the “Unitholders”) of the Fund received, for each unit (the “Units”) of the Fund held, one common share (the “Shares”) of Supremex and consequently, the holders of Units became the holders of Shares of Supremex (the “Shareholders”). The Fund was an unincorporated open-ended trust established under the laws of the Province of Québec by a fund declaration of trust made as of February 10, 2006, as amended and restated on March 31, 2006.

Accordingly, references to “Supremex” in this Annual Information Form for periods prior to January 1, 2011, are references to the Fund and /or its subsidiaries, as the context may require.

Intercorporate Relationship

The following chart illustrates the structure of Supremex (including jurisdiction of establishment/incorporation of the various entities) as of March 29, 2018.



(1) Supremex Inc. owns, directly or indirectly, all of the shares of Buffalo Envelope Inc., Classic Envelope Inc., Supremex Midwest Inc., SXP Packaging Inc. and Stuart Packaging Inc.

(2) Certain subsidiaries of the Company have been omitted because, at the most recent fiscal year end, none of them exceeded 10% of the consolidated assets of the Company or more than 10% of the consolidated revenue of the Company, and these subsidiaries, in the aggregate, did not represent more than 20% of the consolidated assets of the Company or more than 20% of the consolidated revenue of the Company.

GENERAL DEVELOPMENT OF THE BUSINESS

History of Supremex

The Supremex business was founded by four envelope industry executives in 1977 through the incorporation of Enveloppe Supreme Inc.

In 1990, the Schroders Canadian Buy-out Fund and Company, Limited (“Schroders”), an investment fund, acquired a 78% interest in Supremex, while the management group retained the remainder (22%). In 1991, Supremex acquired the assets of Innova Envelope from Abitibi-Price Inc., creating the largest envelope manufacturer in Canada. Supremex was sold by Schroders and the management group to Cenveo Inc. (“Cenveo”) (then Mail-Well Holdings Inc.) in 1995.

After 1995, Supremex, as a subsidiary of Cenveo, continued to expand through the completion of several strategic acquisitions. In 1996, Supremex acquired the assets of PNG Products Inc., PAC National Group and PNG Enveloppe Internationale Inc., which until then was the only other national envelope manufacturer and marketer in Canada. In 1998, Supremex acquired the assets of the envelope division of Québec-based Dominion BlueLine Inc. In 2000, Supremex acquired Ontario-based CML Industries Ltd., which included Regional Envelope Products Inc., Transit Envelope Inc. (Montreal), Precision Fine Papers Inc. and CML’s Specialty Paper Products division. In 2001, Supremex commenced the management of the consumer business of Cenveo operations in Buffalo, New York. Precision Fine Papers Inc., a paper sheeter and converter, was sold in September 2005.

In November 2005, Cenveo publicly announced its intention to evaluate the sale of its Canadian operations to deleverage Cenveo’s balance sheet and redeploy its capital. This resulted in an Initial Public Offering in March 2006, which was completed in March 2007 with the sale by Cenveo of the balance of its indirect retained interest in Supremex.

On August 9, 2007, and September 16, 2008, Supremex acquired substantially all of the assets of NPG Envelope and Montreal Envelope respectively. On September 16, 2010, Supremex also acquired substantially all the assets of Pioneer Envelope Ltd.

On January 1, 2011, Supremex completed its conversion from an income trust structure to a corporation. As a result, Unitholders of the Fund became Shareholders of Supremex, receiving one Share of Supremex for each Unit held of the Fund. The Units of the Fund were delisted from the TSX and trading of the Shares of Supremex on the TSX commenced under the symbol "SXP".

On October 8, 2015, Supremex acquired all of the outstanding shares of Classic Envelope Inc. a manufacturer and printer of envelopes based in Massachusetts and serving the greater Boston and New York City areas.

On December 1, 2015, Supremex Inc. acquired substantially all of the assets of Premier Envelope Ltd ("Premier Envelope") and affiliated operating entities, an established manufacturer of stock and custom envelopes, principally operating in Western Canada.

On August 29, 2016, Supremex acquired substantially all of the assets of Indiana-based Bowers Envelope Company, Inc. ("Bowers Envelope") a manufacturer and printer of envelopes strategically located at "The Crossroads of America".

On November 28, 2016, Supremex acquired substantially all of the assets of Durabox Paper Inc. ("Durabox Paper"), a manufacturer of specialty corrugated paper boxes located in Lachine, Quebec.

On December 23, 2016, Supremex completed the acquisition of Printer Gateway Inc. ("Printer Gateway"), a Toronto-based Web-to-Print printer servicing the communications and graphic arts industry. On January 22, 2018, the Company closed its Printer Gateway operations. After a challenging post-acquisition transition, a swift decision was made to close this business and dedicate the Company's resources to further grow its packaging operations, which are at the core of the growth and diversification strategy of the Company.

On July 20, 2017, the Company acquired all of the outstanding shares of Stuart Packaging Inc. ("Stuart Packaging"), a leading eco-friendly provider of premium quality folding carton packaging for the consumer market with \$18.0 million of revenues in the last year at the time of the acquisition. Stuart Packaging offers packaging and finishing solutions for some of the largest multinational companies operating in the cosmetics, nutraceutical, fragrance and pharmaceutical industries.

BUSINESS OF SUPREMEX

Overview

Supremex is a leading North American manufacturer and marketer of envelopes and a growing provider of packaging and specialty products and generated revenue of \$179.1 million in 2017. The Company operates out of ten facilities across seven provinces in Canada, has three facilities in the United States and employs approximately 820 people. Supremex' growing footprint allows it to efficiently manufacture and distribute paper and packaging solutions designed to the specifications of major national and multinational corporations, resellers, government entities, SMEs and solutions providers. Supremex is the only national envelope manufacturer in Canada.

The Company manufactures a broad range of stock and custom envelopes in an array of styles, shapes and colours, which allows it to offer a high degree of flexibility and customization. It also manufactures and distributes a diverse range of packaging and specialty products, including corrugated boxes, high premium quality folding carton packaging and innovative protective packaging.

Supremex has strong relationships with a diversified and loyal base of customers in Canada and increasingly in the Northeastern United States. The Company has more than 8,000 clients, none of whom represents more than 5% of revenues.

In 2017, Supremex' revenues were mostly generated in the Central and Eastern regions of Canada and in the United States, with 33%, 30% and 23% of sales respectively. Western Canada followed with 14% of revenues. Approximately 81% of revenues came from the sale of envelopes and 19% from the sale of packaging and specialty products. Most revenue growth was derived from increased sales of envelopes in the United States and from the sale of packaging and specialty products.

To sustain long-term revenue and profitability growth, Supremex is pursuing a three-pronged diversification strategy.

1. Strengthening its market-leading position in the Canadian envelope market by leveraging its national footprint, effective capacity allocation and consolidation opportunities.
2. Pursuing growth opportunities in the U.S. envelope market both organically and through acquisitions, focusing on a large and attractive market in the Northeast and Midwest of the U.S.
3. Building Supremex' packaging capabilities organically and through acquisitions, with the objective of significantly growing its revenues from this attractive growth market.

Revenue information

(In millions of dollars)

	Twelve-month periods ended December 31	
	2017	2016
Canadian envelope	\$102.1	\$110.0
Volume variation	-7.7%	-1.3%
Average selling price variation	0.6%	4.4%
Total variation	-7.2%	3.0%
U.S. envelope	\$42.4	\$38.4
Volume variation	12.6%	46.0%
Average selling price variation (in CAD)	-1.9%	5.0%
Total variation	10.4%	53.3%
Packaging & specialty product	\$34.6	\$12.2
Canada & U.S.	184.0%	16.4%
Total variation		
Total revenue	\$179.1	\$160.6
Revenue variation	11.5%	12.8%

Industry Overview

The American Envelope Market

The American envelope manufacturing industry is a mature and modestly declining market of approximately US\$2.1 billion in annual sales in 2016 based on a volume of 147 billion units, according to the Envelope Manufacturers Association (EMA)¹.

Management views the United States as a very attractive market with a significant share of the volume located in the Northeast and Midwest. Supremex has been actively pursuing growth opportunities in this market, taking advantage of its proximity to its largest manufacturing facilities in Canada, a fragmented competitive landscape and a favourable exchange rate environment.

In order to strengthen its position in the United States and become a bona fide regional player in this market, Supremex acquired two envelope manufacturers. In October 2015, the Company acquired Massachusetts-based Classic Envelope Inc., adding to its existing New York-based Buffalo Envelope Inc. operations and, in August 2016, acquired substantially all of the assets of Indiana-based Bowers Envelope, a manufacturer and printer of envelopes strategically located at "The Crossroads of America".

Management estimates that Supremex is now among the five largest envelope manufacturers in North America with a market share of less than 2% of the U.S. market.

¹ [U.S. Envelope Shipments and Size](#), Envelope Manufacturer's Association.

On February 2, 2018, the envelope industry's largest manufacturer, filed voluntary petitions for reorganization pursuant to Chapter 11 of the U.S. Bankruptcy Code in the Southern District of New York, White Plains². Although there can be no assurances of such an outcome, management believes that Supremex, through its U.S. operations, is well positioned to capture additional market share.

The Canadian Envelope Market

The Canadian envelope manufacturing industry is relatively concentrated with the top five producers accounting for an estimated 90% of domestic sales. Management estimates that the industry generated approximately \$160 of revenues in 2017. With \$102 million of revenues from the Canadian envelope market, Supremex is the largest manufacturer in the country.

Envelope Trends

A significant majority of envelopes manufactured in Canada are used for mailing purposes and the remainder are used for non-mail purposes. Examples of envelopes used for non-mail purposes include automated teller machines ("ATM") envelopes, payroll envelopes and photo product envelopes.

Transactional mail volumes are driven by business-to-consumer (B2C) activity, primarily in the form of bills and statements from financial institutions, telecommunications companies and governmental entities. Transactional mail volumes are positively influenced by the overall growth of the economy, the population and the number of households.

Trends such as bill consolidation, whereby a service provider combines the billing of multiple services into one invoice, and the continued adoption of Internet based electronic bill presentment and payment have a negative impact on transactional mail volumes and related items such as envelopes.

Transactional Mail (as referred to by Canada Post) or First-Class Mail (as qualified by the U.S. Postal Service) volumes delivered by national postal services are a good proxy for trends in the broader envelope industry. Canada Post reported in its latest third quarter results³ published on November 24, 2017, that Transactional Mail (letters, bills and statements) volumes were down 5.7% in the first three quarters of 2017 compared to the same period in 2016.

The same long-term trends are at work in the United States, historically with a more modest rate of decline than the Canadian market. The U.S. Postal Service's total first quarter 2018 First-Class Mail volumes declined by approximately 4.1%⁴ year-over-year.

Packaging and Specialty Products Trends

The packaging market is made up of five principal types of packaging: paper and board, rigid plastic, glass, flexible plastic, beverage cans and other. Paper and board (folding, corrugated board and cardboard for liquids) represent the largest subsector with approximately 34%⁵ of the global consumer packaging market. The rise in e-commerce and consumer trends have been significant growth drivers for the global packaging market. With diversified attractive end markets (such as food, various consumer products, beverage, health care and cosmetics), the packaging market represents a complimentary and diversified growth market for Supremex which requires many of the same core competencies.

² Cenveo Company Update. [Information About Cenveo's Reorganization](#). February 2, 2018.

³ Canada Post Corporation, November 24, 2017, Q3 2017 [Results Press Release](#) for the period ended December 31, 2017

⁴ USPS, February 9, 2018, Q1 2018 [Results Press Release](#) for the period ended December 31, 2017.

⁵ EY, January 2013. Unwrapping the Packaging Industry, Seven Success Factors.

Corrugated paper is comprised of a combination of two components made from container board paper with two outer layers of liner glued to fluted medium for strength and structure in the middle. It is lightweight, cost-effective and has important structural capabilities that make it an ideal container for shipping. In the United States, the corrugated packaging and display industry represented revenues of US\$30.8 billion in 2016⁶. Driven by e-commerce and online-shopping trends, demand for corrugated packaging is expected to grow at an annual average rate of 18%, from US\$396 billion in 2016 to US\$684 billion in 2020, according to the Fibre Box Association⁷.

Parcel deliveries by Canada Post and the U.S. Postal Service is a good indicator of long term trends in the corrugated container industry and e-commerce in general. Canada Post reported in its latest available quarterly results⁸, an increase of 25.3% in Parcels volume compared with the equivalent period of 2016. During their 2017 fiscal year, USPS reported⁹ their Shipping & Packaging volume was 11.4% higher than the previous year.

Folding carton boxes are made from paperboard and combine unique structural and design capabilities which provide protection, traceability and an appealing point of sale value. They are widely used by the consumer staples industry – food, pharmaceuticals, cosmetics, personal care, etc. The Paperboard Packaging Council¹⁰ predicts that between 2016 and 2021 the U.S. folding carton shipments will be characterized by stable growth, at 0.4% per annum, all end-markets are considered, with stable earnings. The total value of U.S. carton shipments during this period is predicted to grow from an estimated \$8.6 billion to just over \$9.6 billion.

Product and Service Offering

For almost 40 years, Supremex has developed its core paper substrate and converting expertise to become one of the largest manufacturers and distributors of envelopes and related products in North America. The Company manufactures a broad range of envelopes in an array of styles, shapes and colours, which allows it to offer its customers a high degree of flexibility and customization. The Company's products can generally be divided into three categories: stock envelopes, custom envelopes and packaging and specialty products.

As part of its envelope offering, Supremex offers its customers graphic arts, warehousing and logistics services related to its products. Graphic arts services include basic design and creative activities through to final customer-approved proofs for envelope printing. Warehousing and distribution of its products are provided to customers seeking to minimize the total cost of buying envelopes, while ensuring availability of supply and timely delivery.

Stock Envelopes

Supremex maintains the broadest stock envelope product line in Canada and an extensive array in the United States market. The stock envelope is a generic product that can be used by customers for a variety of uses.

Stock envelopes range from the smallest greeting card or coin envelope to jumbo mailers and are made of various colours and grades of paper.

Stock envelopes are mainly sold through fine paper merchants, independent envelope printers and commercial and office stationery suppliers. Management has determined that it is more cost effective for Supremex to sell stock envelopes through these distribution channels, rather than conducting its own marketing, sales and distribution efforts to sell them directly to end users.

⁶ www.corrugated.org/corrugated-packaging

⁷ [The Tech Box – December 2017](#), Packaging for E-Commerce by Mary Alice Drain of the Fiber Box Association.

⁸ Canada Post Corporation, November 24, 2017, Q3 2017 [Press Release and Financial Report](#) for the period ended December 31, 2017.

⁹ United States Postal Service, November 14, 2017, Fiscal Year 2017 Results [Press Release](#) for the period ended September 30, 2017.

¹⁰ [2017 Trends Report](#) prepared for the Paper Packaging Council by RISI, November 2017.

Custom Envelopes

Custom envelopes are manufactured according to customer specifications, which may require the collection of over 100 different pieces of information. Examples of custom features include size, colour, print, paper quality and window characteristics. Management believes that custom envelopes represent the majority of all envelopes consumed in the Canadian market. The method of procurement of custom envelopes by customers varies from end users buying directly for their own use to solution providers buying on behalf of large end users, and Supremex has been successful in adapting itself to various procurement methods in the marketplace.

Packaging Products and Solutions

Supremex offers a diverse range of packaging products and solutions. The Company manufactures packaging solutions made from corrugated and utility grade papers which address the high-growth e-commerce and food packaging markets, as well as folding carton packaging solutions which are aimed at high-value markets such as cosmetics, nutraceutical and pharmaceutical. Other packaging solutions include polyethylene bags for courier applications, bubble mailers and Tyvek®.

Speciality Products

In addition to custom and stock envelopes, Supremex offers a variety of related products which include custom self-adhesive labels, membership cards, repositionable notes, medical file folders, RFID protective envelopes and other assorted products.

Distribution Channels

Supremex typically distributes its envelope products within approximately 800 kilometres of its manufacturing facilities to all major geographic markets across Canada, the Northeast and Midwest United States via two distinct distribution channels.

Resellers of Stock Envelopes

The resellers of stock envelopes consist of distributors who resell Supremex' envelopes to printers and to small and large businesses, which include fine paper merchants, independent envelope printers and stationers. Management believes that Supremex' unique combination of a broad stock envelope offering, next-day product delivery and national distribution network provide key selling propositions for resellers.

Resellers and End Users of Custom Envelopes

The resellers of custom envelopes consist of intermediaries who resell Supremex' envelopes to end users. Such resellers include solution providers (such as forms manufacturers, large printers, and commercial and office stationery suppliers) and process providers (such as statement preparation providers).

Supremex believes that its broad custom envelope offering, flexible and highly customized manufacturing capabilities and national distribution network provide compelling value propositions to resellers of custom envelopes. Supremex also uses its sales force to market custom envelopes directly to corporate end users of custom envelopes.

Direct and Wholesale Distribution of Packaging and Specialty Solutions

The Company sells its packaging and specialty products through a mix of direct and indirect distribution channels. Its corrugated packaging solutions are sold to national and local distributors who in turn distribute these boxes to thousands of end-user customers. Supremex also sells its corrugated packaging solutions directly to e-retailers, e-commerce fulfilment providers and other customers mainly on a made-to-order basis.

Because of their higher degree of customization, folding carton solutions are primarily sold directly to the end-user customer or their third party manufacturers through long term supply agreements. These agreements require extensive audits, certification and integrated quality systems with each customer, creating long standing relationships.

Specialty products are primarily sold across the organisation to envelope and packaging customers.

Customers

Supremex sells its products to large and small customers in a variety of industries. The Company maintains long-term relationships with several end users, including leading financial institutions, telecommunications and utility companies, as well as federal, provincial and municipal governmental entities. Supremex also maintains strong relationships with customers in various resale distribution channels.

The packaging solutions business mainly sells to customers operating in the consumer market such as large multinational customers in the health and beauty, nutraceutical and pharmaceutical primarily in Quebec and U.S. Northeast; large food products distributors in Quebec, Ontario and the U.S. Northeast; and e-commerce retailers.

The envelope manufacturing business is characterized by individual orders for specific manufacturing jobs and Supremex does not typically enter into long-term agreements with its customers. On the packaging side, agreements vary according to the type of packaging and customer. Typically long term RFP-based agreements are entered into with certain larger food distributors, supply agreements are entered into with multinational folding carton customers and individual orders are more typical for e-retailers.

Raw Materials and Suppliers

The principal raw materials used by Supremex are paper, board, window film, boxes, adhesives and ink.

In Fiscal 2017, paper and board, net of paper and board waste revenue, represented approximately 66% of Supremex' raw material costs. The purchase price of paper and board varies according to grades and suppliers, and is the result of individual negotiations with such suppliers. However, the net price paid from one supplier to the other is relatively similar and is based on the market price in effect from time to time.

Supremex strategically allocates its raw material purchasing from a variety of suppliers mainly located in Canada and United States based on price and security of supplies. Supremex has never experienced a business interruption due to insufficient supply of raw materials.

Due to the variability in the prices of raw materials, envelope and packaging manufacturing costs are subject to fluctuations over time and such variations in costs, including the effect of currency exchange rates, are generally passed on to Supremex' customers. In Fiscal 2017, approximately half of Supremex' total raw materials were purchased in U.S. dollars. Year-over-year, the Canadian dollar appreciated by 1.9% against the U.S. dollar, providing slightly positive conversion effect on purchases.

Operations and Facilities

Supremex is organized into three regions across Canada: Western region (British Columbia, Alberta and Manitoba/Saskatchewan), Central region (Ontario) and Eastern region (Ottawa, Québec and the Atlantic provinces). In the United States, Supremex operates in two regions: in the Northeast (Buffalo Envelope Inc. in New York and Classic Envelope Inc. in Douglas, Massachusetts) and in the Midwest (Bowers Envelope in Indianapolis, Indiana). Supremex' head office is located at its LaSalle facility in Québec.

Each region is managed based on the unique characteristics of local markets and customers and local management teams have significant autonomy in the way their respective regions operate. However significant coordination of operations between each region is a priority to benefit from scale, efficiencies and performance. The Supremex corporate office sets various strategic priorities and financial targets for the regions and leverages its national purchasing power and provides other support services.

National Footprint, Growing U.S. Presence

In October of 2015, Supremex further pushed into the U.S. envelope market by acquiring Massachusetts-based Classic Envelope Inc. In order to be better positioned to serve key strategic markets, Supremex strengthened its Canadian envelope platform by acquiring, in December 2015, Premier Envelope, one of Canada's largest manufacturers of envelopes operating three facilities and focused on the Western Canadian market. In August of 2016, the Company further expanded its reach in the U.S. by acquiring Indiana-based Bowers Envelope, growing Supremex' reach into the Midwest.

In 2017, Supremex purchased a facility in Toronto in order to merge two printing operations into one location. With the acquisition of Stuart Packaging in July 2017, Supremex now has thirteen manufacturing facilities, ten (in red) of which are located in Canada and three (in blue) in the Northeastern and in the Midwestern United States.

Supremex' Facilities



📍 Canadian Facility
 📍 U.S. Facility
 📍 Sales Offices or Distribution Location

Supremex currently manufactures its products at thirteen facilities, three of which are owned by Supremex and ten are leased. The following table sets out certain information regarding Supremex' facilities.

Location	Type	Approximate Square Footage	Owned/Leased	Lease Expiry Date
Western Region				
Richmond, BC	Manufacturing & Sales	27,000	Leased	Nov. 30, 2025
Edmonton, AB	Manufacturing & Sales	33,000	Leased	August 31, 2022
Winnipeg, MB	Manufacturing & Sales	38,000	Leased	October 31, 2022
Central Region				
Etobicoke, ON	Manufacturing & Sales	96,000	Owned	n/a
Mississauga, ON	Manufacturing	85,500	Leased	Sept. 30, 2019
Toronto, ON	Manufacturing & Sales	18,500	Owned	n/a
Eastern Region				
LaSalle, QC	Manufacturing & Sales	139,000	Owned	n/a
Lachine, QC	Manufacturing & Sales	35,000	Leased	July 31, 2018 ⁽¹⁾
Montreal, QC	Manufacturing & Sales	68,000	Leased	Sept. 30, 2023
Moncton, NB	Manufacturing & Sales	18,500	Leased	May 31, 2021
U.S. Region				
Buffalo, NY	Manufacturing & Sales	11,600	Leased	March 31, 2021
Douglas, MA	Manufacturing & Sales	150,000	Leased	Sept. 30, 2020
Indianapolis, IN	Manufacturing & Sales	75,000	Leased	June 30, 2027

⁽¹⁾ This operation will move to a 144,000 sq. ft. facility in Lachine in second and third quarters of 2018. This lease will expire on July 31, 2028.

In addition to the above facilities, Supremex leases two sales offices and one distribution location.

Seasonality

Supremex' envelopes revenue is subject to the seasonal advertising and mailing patterns of its customers. The number of envelopes sold by Supremex is generally higher during the months of August to February mainly due to the higher number of mailings related to events including the return to school, fund raisers and the holiday and tax seasons. The number of envelopes sold by Supremex is generally lower during the months of March to July in anticipation of a slowdown in mailing activities of businesses during the summer.

Revenues from packaging and specialty products are subject to a mix of linear (i.e. specialty folding cartons for large multinational customers) and seasonal patterns related to the holidays and sporting events (i.e. innovative protective packaging solutions for e-commerce or corrugated boxes for food delivery). Given the current relative contribution to revenues of these products, there is little to no seasonal effect on Supremex' total revenues.

Since a significant portion of the Company's revenues are still generated by envelope sales, Supremex' financial performance for any single quarter is primarily subject to envelope buying patterns. Therefore revenues from any single quarter may not be indicative of the performance which may be expected for the full year. However, to maintain production efficiencies, Supremex utilizes warehouse capabilities to inventory envelopes as required to counter these predictable seasonal variations in sales volumes.

Employees

As at December 31, 2017, Supremex had a total of approximately 820 employees, of which approximately 79% were involved in production activities and the remainder in sales and administration activities.

As at March 29, 2018, all of Supremex' workforce is non-unionized and the Company believes that its relationship with its employees is good.

The LaSalle (Québec) facility is not covered by a union certification, but has an employee association which has adopted an employee manual. The employee manual contains personnel policies for hourly paid production and warehouse employees and is aimed at informing employees about their working conditions, in a manner similar to a standard collective agreement. The rights, privileges and benefits defined in the employee manual apply to all permanent employees of Supremex in the LaSalle (Québec) facility. The current employee manual has been effective since January 1, 2018, and is valid for a three-year period until a new agreement is signed between the parties.

Competition

The Canadian envelope manufacturing industry is comprised of both domestic and foreign manufacturers. Management estimates that, in addition to Supremex, there are fewer than ten domestic manufacturers of envelopes, all of which are owner-operator businesses that focus their efforts on local Canadian envelope markets. Only one other domestic manufacturer operates more than one manufacturing location in Canada. Foreign manufacturers are almost exclusively US-based without any Canadian manufacturing operations and generally concentrate their efforts in Canada on a narrow range of high volume purchasers of envelopes.

With the exception of a few national customer accounts, manufacturers of envelopes in Canada supply local customers. Manufacturing is locally organized due to the geographic scale of Canada and the freight costs involved in the transportation of envelopes. Consequently, most envelopes are produced and consumed locally wherever possible to maximize cost efficiency and speed to market and to permit press approvals, local warehousing and just-in-time purchasing strategies.

Supremex believes that its primary competitors in the Canadian envelope industry consist of both large manufacturers located in the United States (principally of Cenveo, which filed voluntary petitions for reorganization pursuant to Chapter 11 of the U.S. Bankruptcy Code on February 2, 2018), and of many smaller Canadian local competitors. The large manufacturers located in the United States, may in the future increase their market share and penetration of the Canadian envelope market, however the current foreign exchange rate creates a barrier to entry in the Canadian market. The largest manufacturers operating in the U.S. are Cenveo and Tension Envelope along with two independently owned suppliers. Since its acquisition of Classic Envelope and Bowers Envelope in 2015 and 2016 respectively, management estimates Supremex is now among the top five envelope producers in North America.

The North American paper-based consumer packaging landscape is comprised of vertically integrated and non-integrated national and regional paper and packaging companies. Two thirds are large vertically integrated producers that supply and convert paperboard and containerboard and the remaining third are smaller non-integrated suppliers.¹¹

Environmental Regulations

Supremex' operations and real estate property are subject to a legislative regime including laws, regulations, guidelines, policies, permits and other approvals relating to environmental matters, including those governing the use, storage, treatment, transportation and disposal of hazardous materials, or the emission, release or discharge of such materials into the environment, the remediation of contamination and occupational health and safety matters (collectively, the "Environmental Laws"). Some of these Environmental Laws may impose joint and several liability on lessees and owners or operators of facilities for the costs of investigation or remediation of contaminated properties, based on their ownership or management and control of real properties, regardless of current ownership, fault, negligence or the legality of the original disposal or release.

Supremex generates both hazardous and non-hazardous waste. Environmental liability is a risk associated with Supremex' business, principally with regard to past and present business operations involving the use, storage, handling and contracting for recycling or disposal of hazardous and non-hazardous materials such as washes, inks, alcohol-based products, plate solvent and photographic fixer.

The facilities owned or operated by Supremex have been in operation for many years and, over such time, Supremex and the prior owners or operators of such properties may have used, generated or disposed of substances, some of which are or may be considered hazardous. Some of these facilities are located in industrial areas where there could have been migratory contamination from adjacent sources. Accordingly, it is possible that additional environmental liabilities may arise in the future as a result of the use, generation, release and disposal of any such hazardous and non-hazardous substances.

DIVIDENDS AND DISTRIBUTION

Supremex' current dividend policy is to declare quarterly dividends. The dividend policy is subject to the discretion of the Board of Directors and may vary depending on, among other things, Supremex' earnings, financial requirements, compliance to the covenants of the Senior Secured Revolving Facility and the satisfaction of the solvency tests imposed by the CBCA for the declaration of dividends and other conditions existing at such future time.

¹¹ According to public company disclosures and management estimates.

The following table sets forth the quarterly dividend per Share declared by Supremex for the last three most recently completed years:

Month	2017	2016	2015
January	—	—	—
February	\$0.06	\$0.055	\$0.05
March	—	—	—
April	—	—	—
May	\$0.06	\$0.055	\$0.05
June	—	—	—
July	\$0.06	\$0.055	\$0.05
August	—	—	—
September	—	—	—
October	—	—	—
November	\$0.065	\$0.06	\$0.055
December	—	—	—

All decisions pertaining to the Company's dividend policy are taken at its quarterly Board meeting which usually takes place 30 to 45 days after the end of each quarter.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of Supremex consists of an unlimited number of Shares and an unlimited number of preferred non-voting shares, issuable in series. The rights, privileges, restrictions and conditions attaching to the Shares and the preferred shares are as follows:

Common Shares

Holders of Shares are entitled to receive dividends as and when declared by the Board of Directors of Supremex and are entitled to one vote per Share on all matters to be voted on at all meetings of Shareholders. Upon the voluntary or involuntary liquidation, dissolution or winding up of Supremex, the holders of Shares are entitled to share rateably in the remaining assets available for distribution, after payment of liabilities and subject to the prior rights of preferred shares (if any).

Preferred Shares

The Board of Directors of Supremex has the authority, without further action by the Shareholders, to issue an unlimited number of preferred shares in one or more series. These preferred shares may be entitled to dividend and liquidation preferences over the Shares. The Board of Directors may fix the designations, powers, preferences, privileges and relative, participating, optional or special rights of any preferred shares issued, including any qualifications, limitations or restrictions. Special rights which may be granted to a series of preferred shares may include dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any of which may be superior to the rights of the Shares.

DIRECTORS AND OFFICERS

The following table sets out, for each of the directors and officers of Supremex as of March 29, 2018, the name, municipality of residence, position(s) with Supremex and the principal occupation. The term of office for each of the directors will expire at the time of the next annual meeting of Shareholders. As of March 29, 2018, the directors and officers of Supremex beneficially owned, directly or indirectly or exercised control or direction over, Shares representing in the aggregate approximately 20.5% of the issued and outstanding Shares on a fully diluted basis. 5,487,385 Shares are held by the Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07, an affiliate of The InterTech Group, Inc.

Name and Municipality of Residence	Position	Principal Occupation	Director since
Robert B. Johnston ⁽¹⁾ Isle of Palms, South Carolina United States	Director, Chairman of the Board of Directors	Executive Vice President and Chief Strategy Officer of The InterTech Group, Inc.	May 8, 2014
Stewart Emerson Pickering, Ontario, Canada	President and Chief Executive Officer, Director	President and Chief Executive Officer of Supremex Inc.	December 11, 2014
Mathieu Gauvin ⁽²⁾⁽⁴⁾⁽⁵⁾ Montreal, Quebec, Canada	Director	Senior Vice President, Private Equity – Québec of La Caisse de dépôt et placement du Québec (CDPQ)	June 2, 2011
Georges Kobrynsky ⁽²⁾⁽³⁾⁽⁵⁾ Montreal, Quebec, Canada	Director	Corporate Director	From March 31, 2006, to May 7, 2012, and since February 21, 2013
Dany Paradis ⁽³⁾⁽⁴⁾⁽⁵⁾ Montreal, Quebec, Canada	Director	Senior Vice President of Sales and Customer Care of Yellow Pages Limited	February 21, 2013
Andrew I. (Drew) Sullivan ⁽³⁾ Hanwell, New-Brunswick, Canada	Director	Senior Vice President of RR Donnelley Brazil	November 3, 2016
Warren J. White ⁽²⁾⁽³⁾⁽⁴⁾ Dollard-des-Ormeaux, Quebec, Canada	Director	Corporate Director and Independent Consultant	December 11, 2014
Lyne Bégin Candiac, Quebec, Canada	Interim Vice President, Finance and Corporate Secretary	Interim Vice President, Finance and Corporate Secretary of Supremex Inc.	N/A
Suzie Gaudreault La Prairie, Quebec, Canada	Vice President & General Manager, Eastern Region	Vice President & General Manager, Eastern Region of Supremex Inc.	N/A
Edward Gauer Winnipeg, Manitoba, Canada	General Manager, Western Region	General Manager, Western Region of Supremex Inc.	N/A

⁽¹⁾ 5,487,385 Shares are held by the Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07, an affiliate of The Intertech Group, Inc.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ Member of the Human Resources Committee

(4) Member of the Corporate Governance Committee.

(5) Member of the Pension Investment Committee.

The following are brief profiles of the current directors and officers of Supremex:

Robert B. Johnston, Chairman

Robert B. Johnston is Executive Vice President and Chief Strategy Officer of The InterTech Group, Inc., since 2008. Mr. Johnston previously served as Chief Executive Officer and Vice Chairman of The Hudson's Bay Company. Mr. Johnston is a Director of Circa Enterprises Inc., Colabor Group Inc., Corning Natural Gas Holding Corporation, FIH group plc and Produce Investments plc. In addition, Mr. Johnston also serves on the Board of Directors of the South Carolina Community Loan Fund and on the Advisory Board of the McGill University Executive Institute. Mr. Johnston holds an MBA Degree from the John Molson School of Business, a Master's Degree in Public Policy and Public Administration, as well as a Bachelor's Degree in Political Science from Concordia University and holds the ICD.D designation from the Institute of Corporate Directors. He also completed the Oxford Advanced Management and Leadership Program.

Stewart Emerson, President and Chief Executive Officer

Stewart Emerson is the President and Chief Executive Officer of Supremex Inc. Prior to his current role, Mr. Emerson began his career as an Account Manager at Innova Envelope Inc. in 1990 and has since held a number of positions, including Sales Manager, General Sales Manager, Vice President and General Manager, Central Region and Buffalo Envelope. He holds a Bachelor's Degree in Business Administration with a double major in Marketing and Management from the Northeastern University of Boston.

Mathieu Gauvin, Director

Mathieu Gauvin is Senior Vice President, Private Equity – Québec of La Caisse de dépôt placement du Québec (CDPQ) since February 2018. Previously, Mr. Gauvin was Partner at Richter Advisory Group Inc. and has worked for the company from September 2008 to January 2018. He is a Director and Chair of the Audit Committees of Richelieu Hardware Ltd. and Logistik Unicorp Inc. From January 2006 to May 2006, he was Chief Financial Officer of Europe's Best Inc. From February 1991 to January 2006, he was Vice President and Partner of Schrodgers & Associates Canada Inc. and, from November 1987 to February 1991, he was Director, Acquisition Analysis, for this company or for its predecessor corporations. He holds a Bachelor's degree in Commerce from McGill University and he is a Chartered Professional Accountant, Chartered Financial Analyst and Chartered Business Valuator. Mathieu Gauvin will not stand for re-election at the Company's next shareholders meeting. Mr. Gauvin served for many years as Chair of the Audit Committee and members of other committees. We thank him for his dedication and contribution to Supremex over the years.

Georges Kobrynsky, Director

Georges Kobrynsky, a former Trustee of Supremex Income Fund and Director of Supremex Inc. from 2006 to 2012, is currently a corporate Director of Cascades Inc. Previously, Mr. Kobrynsky was Senior Vice President, Investments Forest Products of the Société générale de financement du Québec from 2005 to 2010 and held various senior positions at Domtar Inc. for over 30 years. He also held a position at the Ministry of the Environment of Canada from 1971 to 1975. Mr. Kobrynsky has completed the Senior Executive Program from University of Western Ontario. He also holds a Master of Business Administration from McGill University, a Bachelor's degree in Sciences from the Université Laval and a Bachelor's of Arts degree from the Université de Montréal.

Dany Paradis, Director

Mr. Paradis joined Yellow Pages in 2014 as Senior Vice President and Chief Human Resources Officer, and was promoted in 2016 to the position of Senior Vice President Operations and Chief Human Resources Officer. Since

2017, he is Senior Vice President of Sales and Customer Care. With more than 20 years of experience, he has worked for a number of high-profile companies in the natural resources, athletics and professional services sector. He was a senior executive at Fibrek Inc. from 2008 to 2012 and held various executive positions at Domtar Inc. and Reebok/Adidas prior to that. Dany Paradis holds a Bachelor of Actuarial Sciences degree from Laval University. Mr. Paradis also completed an Advanced Leadership Program from McGill University and holds the ICD.D designation from the Institute of Corporate Directors. He has held several boards of director positions with foundations, associations and public companies.

Andrew I. (Drew) Sullivan, Director

Andrew I. (Drew) Sullivan is Senior Vice President of RR Donnelley Brazil since January 2017. He was previously President of RR Donnelley Canada, a position which he held since February 2012. Prior to his role as President, Mr. Sullivan held various sales executive positions with RR Donnelley/Moore Corporation which he joined in 2001 after spending 23 years with Relizon Canada. Mr. Sullivan has worked in the printing business since 1978. He holds a Bachelor's Degree in Business Administration from the University of New Brunswick.

Warren J. White, Director

Warren J. White sits on the Board of Directors of Circa Enterprises Inc., Colabor Group Inc., Titan Logix Corp and Vicon Industries, Inc. He has held many senior leadership roles for large international manufacturing organizations with responsibilities in information technology, finance, procurement and strategic planning. Before becoming an independent consultant, Mr. White was Senior Vice President, Global Business Engineering at CGI until 2012 and Vice President, Information Technology and Global Procurement at Alcan Aluminum until 2003. Mr. White is a Chartered Professional Accountant and holds a MBA degree from Concordia University.

Lyne Bégin, Interim Vice President, Finance and Corporate Secretary

Lyne Bégin is the Interim Vice President, Finance and Corporate Controller of Supremex and joined the Company in 2014 as Corporate Controller. Ms. Bégin also held this position with Supremex between 1994 and 2006. She is a seasoned Chartered Professional Accountant and has over 25 years of experience in accounting, reporting and treasury management. She has held various positions including Commercial Director for Quebec at Supérieur Propane and completed various accounting related mandates. Ms. Bégin started her accounting career at KPMG where she spent five years. She holds a Bachelor's degree in Accounting from the Université du Québec à Montréal, and the CPA,CA designation.

Suzie Gaudreault, Vice President & General Manager, Eastern Region

Suzie Gaudreault is the Vice President & General Manager for Eastern Region of Supremex , specifically for Ottawa, Quebec and Maritimes areas and the Corporate IT Manager. Prior to this role, Ms. Gaudreault was the Administration Manager for the Eastern Region and the Corporate IT Manager. Ms. Gaudreault has over 20 years of industry experience. She holds a Bachelor's Degree in accounting from The Université du Québec à Montréal and CPA,CA designation.

Edward Gauer, General Manager, Western Region

Edward Gauer is the General Manager, Western Region of Supremex, a position he has held since 2008. Mr. Gauer has over 25 years of industry experience. Prior to this current role, Mr. Gauer began his career as Account Manager at Innova Envelope Inc. in 1991 and has since held a number of positions, including Sales Manager and General Manager of Manitoba/Saskatchewan. He holds a Certification in Management and Administrative Studies from the University of Manitoba.

CORPORATE GOVERNANCE

The directors are responsible for the governance of Supremex and have established an Audit Committee, a Human Resources Committee, a Corporate Governance Committee as well as a Pension Investment Committee, each of which shall have a number of members as determined by the Board of Directors from time to time. For the Audit Committee, all three of its members shall be “independent”; for the Human Resources Committee, all four of its members shall be “independent”; for the Corporate Governance Committee, all three of its members shall be “independent”; and for the Pension Investment Committee, all three of its members shall be “independent”.

Corporate Governance Committee (“CG”)

The committee shall review and make recommendations to the directors concerning the appointment of officers of Supremex and its subsidiary entities. The committee is responsible for developing Supremex’ approach to corporate governance issues, advising the board on filling vacancies on the board and periodically reviewing the composition and effectiveness of the board and the contribution of individual directors. The committee is responsible for adopting and periodically reviewing and updating Supremex’ written disclosure policy. This policy, among other things: (i) articulates the legal obligations of Supremex, its affiliates and their respective directors, officers, employees and consultants with respect to confidential information; (ii) identifies spokespersons of Supremex who are the only persons authorized to communicate with third parties such as analysts, the media and investors; (iii) provides guidelines on the disclosure of forward-looking information; (iv) requires advance review by senior executives of Supremex of any selective disclosure of financial information to ensure the information is not material or, if selective disclosure of material information does occur, that a news release is issued immediately; and (v) establishes “black-out” periods prior to and following the disclosure of quarterly and annual financial results and prior to the disclosure of certain material changes, during which periods Supremex, its affiliates and their respective directors, officers, employees and consultants may not purchase or sell Shares.

Human Resources Committee (“HR”)

The Human Resources Committee shall annually review the Chief Executive Officer’s goals and objectives for the upcoming year and provide an assessment of the Chief Executive Officer’s performance to the Board of Directors. The committee shall make recommendations concerning the remuneration of the directors and shall administer and make recommendations regarding any employee bonus plans.

Pension Investment Committee (“PIC”)

On February 19, 2014, the Board of Directors established the Pension Investment Committee whose mandate is, inter alia, to assist the Board in the administration of the Company’s sponsored pension plans and the investment of the funds therein.

Audit Committee

The Audit Committee assists the directors in fulfilling their responsibilities regarding the oversight and supervision of the accounting and financial reporting practices and procedures of Supremex, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of Supremex. In addition, the committee is responsible for directing the auditors’ examination of specific areas and for the selection of potential independent auditors to be appointed by the Shareholders.

Charter of the Audit Committee

The charter of the Audit Committee, as approved on April 12, 2006, and amended on November 5, 2007, on March 22, 2011, and on March 20, 2015, is set out in Schedule A to this Annual Information Form.

Composition of the Audit Committee

The Audit Committee is composed of three members. Each member of the Audit Committee is independent of Supremex and financially literate as required under Multilateral Instrument 52-110 – *Audit Committee*.

Relevant Education and Experience of the Audit Committee Members

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

- (i) Mathieu Gauvin is Senior Vice President, Private Equity – Québec of La Caisse de dépôt placement du Québec (CDPQ) since February 2018. Previously, Mr. Gauvin was Partner at Richter Advisory Group Inc. and has worked for the company from September 2006 to January 2018. He is Director and Chair of the Audit Committee of Richelieu Hardware Ltd. and Logistik Unicorp Inc. Previously, from January 2006 to May 2006 he was Chief Financial Officer of Europe's Best Inc. From February 1991 to January 2006, he was Vice President and Partner of Schrodgers & Associates Canada Inc. and, from November 1987 to February 1991, he was Director, Acquisition Analysis, for this company or for its predecessor corporations. He holds a Bachelor's degree in Commerce from the McGill University and he is also Chartered Professional Accountant, Chartered Financial Analyst and Chartered Business Valuator.
- (ii) Georges Kobrynsky, a former Trustee of Supremex Income Fund and Director of Supremex Inc. from 2006 to 2012, is currently a Corporate Director and the Chair of the Audit Committee of Cascades Inc. Previously, Mr. Kobrynsky was Senior Vice President, Investments Forest Products of the Société générale de financement du Québec from 2005 to 2010 and held various senior positions at Domtar Inc. for over 30 years. He also held a position at the Ministry of the Environment of Canada from 1971 to 1975. Mr. Kobrynsky has completed the Senior Executive Program from University of Western Ontario. He also holds a Master of Business Administration from McGill University, a Bachelor's degree in Sciences from the Université Laval and a Bachelor's of Arts degree from the Université de Montréal.
- (iii) Warren J. White. is a director of Circa Enterprises Inc., Colabor Group Inc., Titan Logix Corp and Vicon Industries, Inc. He has held many senior leadership roles for large international manufacturing organizations with responsibilities in information technology, finance, procurement and strategic planning. Before becoming an independent consultant, Mr. White was Senior Vice President, Global Business Engineering at CGI until 2012 and Vice President, Information Technology and Global Procurement at Alcan Aluminum until 2003. Mr. White is a Chartered Professional Accountant and holds a MBA degree from Concordia University.

Audit Fees

Ernst & Young LLP has served as Supremex' auditing firm since October 2005. As detailed in the table below, fees to Ernst & Young LLP and its affiliates for the year ended December 31, 2017 (Fiscal 2017) and the year ended December 31, 2016 (Fiscal 2016) represented approximately \$264,745 and \$213,038 respectively.

	Fiscal 2017	Fiscal 2016
Audit Fees ⁽¹⁾	\$181,000	\$163,650
Audit-Related Fees ⁽²⁾	\$36,500	—
Tax Compliance and Preparation Fees	\$38,735	\$43,600
Tax Advise and Planning Fees	\$8,510	\$5,788
Total Fees	\$264,745	\$213,038

(1) "Audit Fees" include fees for professional services rendered for the audit of Supremex annual financial statements.

(2) "Audit-Related Fees" include fees for audit-related fees for consultations concerning financial accounting or the presentation of financial information which are not categorized as "audit services", accounting work related to acquisitions and review of documents filed with regulatory authorities.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Supremex, in the last ten years, no director, chief executive officer, or chief financial officer of Supremex is or has been a director or executive officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (ii) was the subject of an event that resulted, after that person ceased to be a director or executive officer, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to an exemption under securities legislation, for a period of more than 30 consecutive days or (iii) within a year of that person ceasing to act in that capacity, became bankrupt, 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 Supremex, no director or executive officer of Supremex, (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or (ii) has 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 Supremex, in the last ten years, no director or executive officer of Supremex has become bankrupt, 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 the assets of the director or executive officer.

Conflicts of Interest

No director or senior officer of Supremex or other insider of Supremex, nor any associate or affiliate of the foregoing persons has any substantial interest, direct or indirect, in any material transaction since the commencement of Supremex' last financial year.

MARKET FOR SECURITIES

Trading Price and Volume

The Shares are currently listed for trading on the TSX under the symbol "SXP". The following table shows the monthly range of high and low prices per Unit and the total monthly volumes of Shares traded on the TSX for the months of January to, and including, December 2017.

2017 Month	Price per Share (\$) Monthly High	Price per Share (\$) Monthly Low	Shares Total Monthly Volume
January	5.19	4.69	1,520,159
February	5.17	4.80	786,768
March	5.18	4.90	521,744
April	5.13	4.77	572,257
May	5.06	4.49	802,357
June	4.88	4.67	407,356
July	4.93	4.35	447,852
August	4.57	3.93	830,914
September	4.57	4.22	397,508
October	4.32	3.98	438,167
November	4.47	3.97	648,995
December	4.57	4.25	1,101,193

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. at its principal transfer office in Montreal, Québec.

RISK FACTORS

The results of operations, business prospects and financial condition of Supremex are subject to a number of risks and uncertainties, and are affected by a number of factors outside the control of Supremex' management.

Decline in Envelope Consumption

Supremex' envelope manufacturing business is highly dependent upon the demand for envelopes sent through the mail. Supremex may compete with product substitutes, which can impact demand for its products. Usage of the Internet and other electronic media continues to grow. Consumers use these media to purchase goods and services, and for other purposes such as paying invoices. Advertisers use the Internet and electronic media for targeted

campaigns directed at specific electronic user groups. Large and small businesses use electronic media to conduct business, send invoices and receive payments.

The North American envelope manufacturing and mailing industries are expected to continue to decline in the foreseeable future, due to a general progressive reduction in the use of traditional paper-based products. The business depends on transactional mail and direct mail activities. Transactional mail volumes are thought to have declined in the last few years due in part to the increasing use of non-traditional means of communication and information transfer, such as electronic mail and the Internet. There is no assurance that the direct mail industry will remain at its current levels. As a result, there can be no assurance that Supremex will be able to grow or even maintain historical sales levels.

To reduce this risk, the Company continually strives to improve operational efficiency and develop and acquire new products such as the packaging directed toward e-commerce fulfillment and other applications.

The majority of envelopes consumed in Canada and the United States are mailed and as a result, any strike or other work stoppage by unionized postal workers would result in a temporary suspension of the mail activities of most of Supremex' customers and could have a material adverse effect on Supremex. In the summer of 2011, there was a work stoppage at Canada Post that lasted about 3 weeks. Further labour negotiations threatened a work stoppage at Canada Post in the summer of 2016. However an agreement was reached and work disruptions were averted. During both periods, envelope shipments to customers were slightly affected and some direct mail orders were cancelled. Adoption of e-billing also increased during that period. Many large corporations used the work stoppage at Canada Post to promote the advantages of e-billing. It is impossible to quantify the impact of the work stoppage due to its long-term potential effect.

In addition, postal rates are a significant factor affecting envelope usage and any increases in postal rates, relative to changes in the cost of alternative delivery means or advertising media, could result in reductions in the volume of mail sent. To that effect, in December 2013, Canada Post announced a Five-Point action plan by which, notably:

- Over the next five years, the one third of Canadian households that receive their mail at their door will be converted to community mailbox delivery (since suspended by the Trudeau government);
- A new pricing structure for Letter Mail mailed within Canada will be introduced in March 2014 (increases from 14.75% for machineable standard letter mail to 35% for individual stamps);
- The retail network will be strengthened by opening more franchise postal outlets in stores across Canada;
- Changes to internal operations to obtain a more efficient flow of parcels and mail through the network and to the customers; and
- Changes to the business model, which will require fewer employees.

No assurance can be provided that future increases in postal rates will not have a negative effect on the level of mail sent or the volume of envelopes purchased.

Finally, from time to time, there has been talk of "do-not-mail" legislation in the U.S. with respect to the direct mail industry, primarily around the distribution of non-targeted advertising mail and the environment. "Do-not-mail" legislation is instituted at the state level. While such activities have generally not been successful, if such legislation were to be passed, it would have a negative impact on the Company's sales volume.

Customer relationships

Although Supremex has many long-term customers and agreements, the Company typically does not enter into long-term, written contracts with customers. As a result, there is a risk that customers may, without notice or penalty, terminate their relationship with Supremex at any time. In addition, even if customers decide to continue their relationship with Supremex, there can be no guarantee that they will purchase the same amount as in the past, or that purchases will be on similar terms.

Competition

Despite Supremex' leading market position in Canada in the envelope business, new entrants into the Canadian envelope market may have an impact on sales and margins. During the 2008-2011 period, the strengthening of the Canadian dollar against the U.S. dollar created an incentive for US-based competitors to increase market penetration in Canada in the five years preceding 2013. U.S. envelope manufacturers may use their excess capacity to penetrate the Canadian envelope market. As long as the U.S. market stays oversupplied, there will be pricing pressure in the Canadian market. However, the costs of freight, coupled with delivery inefficiencies are barriers to servicing any significant customer volume from a distance. Since the second half of 2012, the Canadian dollar started weakening against the U.S. dollar, a general trend that still continues

In the current market, the Canadian envelope manufacturers are more aggressive on pricing in order to generate new sales to replace their sales lost to secular decline. Given the Company's large market share in Canada, most of the gains by smaller competitors in Canada are made at the expense of Supremex' accounts.

Over the last several years, the U.S. envelope market has been undergoing structural changes and pricing pressure resulting from an oversupplied environment. On February 2, 2018, the industry's largest manufacturer filed for Chapter 11 bankruptcy protection¹². Although there can be no assurance of such an outcome, management believes that Supremex, through its U.S. operations, is well positioned to capture additional market share.

Growth by Acquisitions

The Company plans to grow both organically and through acquisitions. In recent years, the Company has grown through acquisitions and has relied and in large part relies on new acquisitions to pursue its growth. The ability to properly evaluate the fair value of the businesses being acquired, to properly devote the time and human resources required to successfully integrate their activities with those of the Company as well as the capability to realize synergies, improvements and the expected profit and to achieve anticipated returns constitute inherent risks related to acquisitions and is not guaranteed. Should the Company not be able to complete and successfully integrate and generate anticipated return from completed acquisitions, it could impact the Company's ability to grow and materially affect its business and financial results. In addition, the Company may also be subject to potential liabilities from past acquisitions that it may not discover in conduction its due diligence.

Economic Cycles

A significant risk that Supremex faces and over which it has no control is related to economic cycles. In a soft economy, the market most affected at Supremex is its direct mail market. There is a direct correlation between growth/decline in the gross domestic product and direct mail volume. As a result of the soft economic conditions faced recently, the Industry has experienced a significant direct mail volume decline. The effects of this decline are limited for Supremex, since direct mail represents less than 20% of Supremex' total annual volume, but a decline does put pressure on the overall market. For transactional mail, which represents about 50% of Supremex' annual volume, economic cycles have a lesser impact than on direct mail since businesses must still mail out invoices to their customers, although the online billing penetration is growing in this segment. In the long term, transactional mail volume has been declining.

Reliance on Key Personnel

Supremex' senior executives and employees have extensive experience in the industry and with the business, suppliers, products and customers. The loss of management knowledge, expertise and technical proficiency as a

¹² [Envelope Maker, Comic Book Printer Cenveo Files for Bankruptcy Protection](#), Reuters, February 2, 2018.

result of the loss of one or more members of the core management team could result in a diversion of management resources or a temporary executive gap, and negatively affect the Company's ability to develop and pursue other business strategies, which could materially adversely affect its business and financial results. Also, the expertise pertaining to envelope manufacturing is rare and the loss of key executives heading those functions could have a material adverse effect on the Company's ability to continue to offer a compelling product offering to its customers, which in turn would materially adversely affect its business and financial results.

Raw Material

The primary raw materials the Company uses are paper and paper-based substrates, window material, glue and ink. Fluctuations in raw material and energy prices affect operations.

While paper costs were generally a pass through in the past, an increase in the price of paper can negatively affect our operations if it changes the purchasing habits of customers, especially in the current economic conditions. Moreover, an increase in the price of paper negatively affects Supremex' profitability if the increases cannot be passed on to the customer. To mitigate this risk, the Company does not rely on any one supplier and is disciplined in passing on any raw material increases to its customers. The availability of suitable quality recycled board within a reasonable distance of the Company's packaging divisions is also a risk. Finally, fluctuations in the price of oil, a core ingredient in the composition of window material, glue and ink has a direct impact on their price. An increase in the price of oil can have a negative effect on operations if it changes the purchasing habits of customers.

Exchange Rate

A portion of Supremex' revenue is earned in U.S. dollars while a large portion of its expenses, including most of its paper and other raw materials costs as well as certain capital expenditures are incurred in U.S. dollars. Supremex also derives a portion of its revenue from Canadian dollar sales to certain customers for whom selling price is sensitive to U.S. competition.

Net exposure to the U.S. dollar continues to decrease as the Company's growing revenues in the U.S. envelope market, compensates for the volume of raw materials it currently purchases in USD. Revenue generated from customers in the United States represented 30.3% of consolidated revenue in fiscal 2017, up from 25.8% in fiscal 2016.

Environment

The Company operates in an industry which uses large quantities of paper in its day-to-day operations. With society's mounting concern over the protection of the environment and sustainable development, Supremex' products and services are under pressure to be more environmentally friendly. For instance, the growing concern over the environment could change the consumption habits of consumers and new regulations could force the Company to use more expensive environmentally friendly materials in its production process. To mitigate this risk, the Company tries to be at the forefront of its industry in terms of commitment to the environment and, in collaboration with its suppliers, seeks on an ongoing basis to reduce its impact on the environment. Supremex is also a leader in the Canadian envelope market in the marketing of environmentally friendly products, such as 100% recycled paper. In addition, Supremex generates both hazardous and non-hazardous waste. Accordingly, the Company is subject to risks associated with its past and present business operations involving the use, storage, handling and contracting for recycling or disposal of hazardous and non-hazardous materials such as washes, inks, alcohol-based products, plate solvent and photographic fixer and could become liable for the costs of investigating, removing and monitoring any such substances and materials.

Availability of Capital

In 2015, the Company entered into a Five-Year Committed \$50 million Senior Secured Revolving Facility Agreement with Bank of Montreal maturing on October 6, 2020. This facility was increased to \$60 million in July 2017. Although the Company carried out this modification to its line of credit successfully, there is no guarantee that additional funds will be available in the future, and if they are, that they will be provided in a timeframe and under conditions acceptable to the Company.

Credit

The Company is exposed to credit risk with respect to trade receivables. A specific credit limit is established for each customer and periodically reviewed by the Company. No single customer accounts for more than 10% of consolidated accounts receivable. Supremex' customer base is solidly diversified and consists mainly of large national customers, such as large Canadian corporations, nationwide resellers and governmental bodies, as well as paper merchants and solution and process providers. Historically, the level of bad debt has been low given the nature of the customers. As at December 31, 2017, the maximum credit risk exposure for receivables corresponds to their carrying value.

Interest Rate

The Company is exposed to market risks related to interest rate fluctuations. Floating-rate debt bears interest based on Canadian prime rate, plus an applicable margin that ranges between 0% and 0.25% or bankers' acceptance rates, plus an applicable margin, which ranges from 1.50% to 1.75%. As at February 20, 2018, the Company assessed that the cost of entering into an interest swap outweighed its benefits.

Litigation

Supremex, like other manufacturing and sales organizations, is subject to potential liabilities connected with its business operations, including expenses associated with product defects, performance, reliability or delivery delays. Supremex is from time to time threatened with, or named as a defendant in, legal proceedings, including lawsuits based on product liability, personal injury, breach of contract and lost profits or other consequential damages claims, in the ordinary course of conducting its business. A significant judgment against Supremex or the imposition of a significant fine or penalty, as a result of a finding that Supremex failed to comply with laws or regulations, or being named as a defendant on multiple claims could have a material adverse effect on Supremex' business, financial condition, results of operations and cash available for distributions.

Employee Future Benefits

The Company maintains four registered defined benefit pension plans substantially covering all of its Canadian employees. Three of these plans are hybrids and included a defined contribution component. In the third quarter of 2012, the Company converted, for future services, its defined benefit pension plans into defined-contribution plans. In the past, the Company has also provided post-retirement and post-employment benefits, including health care, dental care and life insurance, to a limited number of employees.

The level of the contributions may vary depending on the realized return on the pension fund asset and the discount rate of the future liabilities, which could affect the financial condition of Supremex.

Technology

Supremex' business is dependent on its transaction, financial, accounting and other data processing systems. Significant or prolonged disruptions may result in corruption or loss of data, regulatory issues, litigation, or prevent

the Company from achieving its strategic objectives and may materially adversely affect its business and financial results.

INTEREST OF EXPERTS

Ernst & Young LLP are the auditors of Supremex and have advised that they are independent of Supremex within the meaning of the Rules of Professional Conduct of the Ordre des comptables professionnels agréés du Québec.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Except as set forth below, the Company is not involved nor has it been involved in any material legal proceedings or regulatory actions (including such proceedings or actions which are pending or threatened and of which the Company is aware).

On or about December 21, 2017, Amazing Print, Corp. served and filed a Statement of Claim against the Company and others seeking, *inter alia*, damages in the amount of \$23,130,000 for breach of contract, breach of good faith, deceit, negligent and/or fraudulent misrepresentation and conversion as well as punitive, aggravated and exemplary damages in the amount of \$250,000. The plaintiff's claim is based on a letter of intent that was entered into among the plaintiff and several other defendants, not including the Company. The Statement of Claim was issued on December 1, 2017 and contained a broad range of unsubstantiated allegations against the Company and the other defendants. Many of the allegations outlined in the Statement of Claim are in respect of matters that occurred before the Company acquired the assets of 1683963 Ontario Inc. and Printer Gateway Inc. on or about December 23, 2016. The Company believes that this proceeding is without merit and is vigorously defending it.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of (i) the directors or executive officers of the Company, (ii) the Shareholders who beneficially own or control or direct, directly or indirectly, more than 10% of the voting Shares of the Company, or (iii) any associate or affiliate of the persons referred to in (i) and (ii), has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

ADDITIONAL INFORMATION

Additional information relating to Supremex may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Supremex' securities and securities authorized for issuance under equity compensation plans will be contained in Supremex' information circular for its annual meeting of Shareholders of Supremex. Additional financial information is provided in the financial statements and management's discussion and analysis for the year ended December 31, 2017.

GLOSSARY OF TERMS

“**Arrangement**” means the arrangement under Section 192 of the CBCA as set out in the plan of arrangement attached as a schedule to the Arrangement Agreement, pursuant to which, on January 1, 2011, the Fund converted from an income trust structure to Supremex.

“**Arrangement Agreement**” means the arrangement agreement dated March 22, 2010, as amended on December 17, 2010, between Supremex, the Fund and 7351020 Canada Inc.

“**Audit Committee**” means the audit committee of Supremex.

“**Board of Directors**” means the board of directors of Supremex.

“**CBCA**” means the *Canada Business Corporations Act*.

“**Environmental Laws**” has the meaning ascribed thereto under “Business – Environmental Regulations”

“**Fund**” means Supremex Income Fund, an unincorporated open-ended trust formed pursuant to the Fund Declaration of Trust under the laws of the Province of Québec, which converted into Supremex pursuant to the Arrangement.

“**Fund Declaration of Trust**” means the Fund Declaration of Trust made as of February 10, 2006, as amended and restated between the trustee and the settlor thereof governed by the laws of the Province of Québec, pursuant to which the Fund was established, as amended, supplemented or restated from time to time.

“**IFRS**” means international financial reporting standards.

“**Initial Public Offering**” means the offering of 17,500,000 Units issued and sold by the Fund on March 31, 2006, pursuant to the prospectus dated March 17, 2006.

“**Management**” means the management of Supremex.

“**Shares**” means the common shares of Supremex.

“**Shareholders**” means the holders of the Shares.

“**Supremex**” or the “**Company**” refers to Supremex Inc., together with its subsidiaries and predecessors.

“**TSX**” means the Toronto Stock Exchange.

“**Units**” means the units of the Fund.

“**US**” means the United States of America.

Words importing the singular include the plural and vice versa and words importing any gender include all genders.

SCHEDULE A

AUDIT COMMITTEE CHARTER

SECTION 1 PURPOSE

The Audit Committee (sometimes referred to herein as the “**Committee**”) is a committee of the Board of directors (the “**Board**”) of Supremex Inc. (“**Supremex**”). Its primary function is to assist the Board members in fulfilling their applicable responsibilities to Supremex, the Shareholder(s), the investment community and others by:

- (1) recommending to the Board the appointment and compensation of the external auditor;
- (2) reviewing and approving all audit services provided by the external auditors;
- (3) overseeing the work of the external auditor, including the resolution of any issues between the external auditor and management;
- (4) pre-approving the list of non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to Supremex or its subsidiaries by the external auditor;
- (5) reviewing and recommending the approval of the annual and interim financial statements, related Management Discussion and Analysis (“**MD&A**”), and annual and interim earnings press releases before such information is publicly disclosed;
- (6) ensuring that adequate procedures are in place for the review of Supremex’ public disclosure of financial information extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures; and
- (7) reviewing and approving any proposed hiring of current or former partner or employee of the current and former auditor of Supremex or its subsidiaries.

The Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in this Charter. However, it is not the duty of the Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with International Financial Reporting Standards (“**IFRS**”), to conduct investigations, or to assure compliance with laws and regulations or Supremex’ internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor, as the case may be.

SECTION 2 COMPOSITION AND MEETINGS

- (1) The Committee shall be composed as required under National Instrument 52-110 – *Audit Committees*, as it may be amended or replaced from time to time (“**NI 52-110**”), of at least, three independent directors of Supremex.
- (2) The Committee should be comprised of such members as are determined by the Board, all of whom (except to the extent permitted by NI 52-110) should be independent members Directors (as defined by NI 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee.
- (3) All members of the Committee and its Chairman must (except to the extent permitted by NI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that

present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Supremex' financial statements).

- (4) The members of the Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
- (5) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a Director. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.
- (6) The Committee shall meet at least four times annually, or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings and provide pertinent information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role, and shall be permitted to discuss such information and any other matters relating to the financial position of Supremex with senior employees, officers and the external auditor of Supremex, and others as they consider appropriate.
- (7) In order to foster open communication, the Committee or its Chair shall meet at least quarterly with management and the external auditor in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee or its Chair should meet with management quarterly in connection with Supremex' interim financial statements.
- (8) A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.
- (9) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee. Each of the Chairman of the Board and the external auditor, and the President and Chief Executive Officer and the Vice President, Chief Financial Officer and Corporate Secretary of Supremex, shall be entitled to request that any member of the Committee call a meeting.
- (10) The Committee shall determine any desired agenda items.

SECTION 3 ROLE

The Committee shall, in addition to the matters described in Section 1:

- (1) Review on an annual basis and recommend to the Board changes to this Charter as considered appropriate from time to time.
- (2) Review the public disclosure regarding the Committee required by NI 52-110.
- (3) Review and discuss, on an annual basis, with the external auditor all significant relationships they have with Supremex to assess their independence.
- (4) Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant.

- (5) Perform an annual assessment of the external auditor as recommended by the Canadian Public Accountability Board. At least every five years, conduct a comprehensive review of the external auditor.
- (6) Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.
- (7) Arrange for the external auditor to be available to the Committee and the Board as needed.
- (8) Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor.
- (9) Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of Supremex' accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.
- (10) Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.
- (11) Consider proposed major changes to Supremex' accounting principles and practices.
- (12) If considered appropriate, establish separate systems of reporting to the Committee by each of management and the external auditor.
- (13) Review the scope and plans of the external auditor's audit and reviews. The Committee may authorize the external auditor to perform supplemental reviews or audits as the Committee may deem desirable.
- (14) Periodically consider the need for an internal audit function, if not present.
- (15) Following completion of the annual audit and, if applicable, quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.
- (16) Review with the external auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
- (17) Review activities, organizational structure and qualifications of the chief financial officer and the staff in the financial reporting area and see to it that matters related to succession planning are raised for consideration by the Board.
- (18) Review management's program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance.
- (19) Establish procedures for: the receipt, retention and treatment of complaints received by Supremex regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by Supremex employees of concerns regarding questionable accounting or auditing matters.

SECTION 4 GENERAL MATTERS

- (1) The Committee is authorized to retain independent counsel, accountants, consultants and any other professionals (“**Advisors**”) it deems necessary to carry out its duties, and the Committee shall have the authority to determine the compensation of and to cause Supremex to pay any such Advisors.
- (2) The Committee is authorized to communicate directly with the external (and, if applicable, internal) auditors as it sees fit.
- (3) The Committee also has the authority to delegate certain responsibilities to individual members or subcommittees of the Committee in accordance with NI 52-110.
- (4) If considered appropriated by it, the Committee is authorized to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities, and to perform any other activities as the Committee deems necessary or appropriate.
- (5) Notwithstanding the foregoing and subject to applicable law, the Committee shall not be responsible for preparing financial statements, for planning or conducting internal or external audits or for determining that Supremex’ financial statements are complete and accurate and are in accordance with generally accepted accounting principles, as these are the responsibility of management and in certain cases the external auditor, as the case may be. Nothing contained in this Charter is intended to make the Committee liable for any non-compliance by Supremex with applicable laws or regulations.
- (6) The Committee is a committee of the Board and is not and shall not be deemed to be an agent of Supremex’ Shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of Supremex or to any other liability whatsoever.