CORBY DISTILLERIES LIMITED

A leading Canadian Marketer of Spirits
and Importer of Wines since 1859

2012

ANNUAL INFORMATION FORM

September 24, 2012

Affiliated with Pernod Ricard

CORBY DISTILLERIES LIMITED
Annual Information Form

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CORBY DISTILLERIES LIMITED

Unless otherwise identified, all amounts in this Annual Information Form are in Canadian dollars and, unless otherwise noted, all information is given as at June 30, 2012.

This Annual Information Form contains forward-looking statements, including statements concerning possible or assumed future results of operations of Corby Distilleries Limited. Forward-looking statements typically are preceded by, followed by or include the words "believes", "expects", "anticipates", "estimates", "intends", "plans" or similar expressions. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, including, but not limited to: the impact of competition, consumer confidence and spending preferences, regulatory changes, general economic conditions, and Corby Distilleries Limited's ability to attract and retain qualified employees and, as such, Corby Distilleries Limited's results could differ materially from those anticipated in these forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These factors are not intended to represent a complete list of the factors that could affect Corby Distilleries Limited. Additional factors are noted elsewhere in this Annual Information Form and in the documents incorporated by reference into this Annual Information Form.

This document has been reviewed by the Board of Directors of Corby Distilleries Limited and contains certain information that is current as of September 24, 2012. Events occurring after that date could render the information contained herein inaccurate or misleading in a material respect, and any forward-looking statements should not be relied upon as representing the view of Corby Distilleries Limited as of any date subsequent to September 24, 2012. Corby Distilleries Limited may, but is not obligated to, provide updates to forward-looking statements, including in subsequent news releases and its interim management's discussion and analyses filed with regulatory authorities. Additional information regarding Corby Distilleries Limited is available on SEDAR at www.sedar.com.

I. CORPORATE STRUCTURE

A. Name, Address and Incorporation

Corby Distilleries Limited and its subsidiaries are collectively referred to herein as "Corby" or the "Corporation". All of Corby's subsidiaries are wholly-owned.

The Corporation was formed under the federal laws of Canada by way of Letters Patent dated September 30, 1924, under the name of Canadian Industrial Alcohol Company Limited. The Corporation was continued under the *Canada Business Corporations Act* on January 23, 1979.

Corby's Voting Class A Common Shares and Non-Voting Class B Common Shares have been listed on the Toronto Stock Exchange ("TSX") since February 3, 1969.

Corby's registered and principal office is located at 225 King Street West, Suite 1100, Toronto, Ontario M5V 3M2.

II. GENERAL DEVELOPMENT OF THE BUSINESS

Corby markets a full range of domestically produced and imported spirits and wines, including Wiser's Canadian whiskies, Lamb's rum, Polar Ice vodka and McGuinness liqueurs, as well as leading international marques such as ABSOLUT vodka, Chivas Regal, The Glenlivet and Ballantine's Scotch whiskies, Jameson Irish whiskey, Beefeater gin, Malibu rum, Kahlúa liqueur, Mumm champagne, and Jacob's Creek, Wyndham Estate, Stoneleigh and Graffigna wines.

A. Three-Year History

The following chart provides a summary of certain selected consolidated financial information for the Corporation:

(in millions of Canadian dollars, except per share amounts)		**2012**		2011		2010 [2]
Revenue	**$**	**146.7**	$	159.6	$	162.2
Earnings from operations		**58.8**		40.5		43.0
- Earnings from operations per common share		**2.07**		1.42		1.51
Net earnings		**46.0**		28.9		20.7
- Basic earnings per share		**1.62**		1.01		0.73
- Diluted earnings per share		**1.62**		1.01		0.73
Net earnings adjusted for unusual items and disposed brands [1]		**26.3**		23.8		23.4
- Basic earnings per share,adjusted as noted above [1]		**0.92**		0.84		0.82
- Diluted earnings per share, adjusted as noted above [1]		**0.92**		0.84		0.82
Total assets		**253.4**		271.5		271.2
Total liabilities		**37.6**		32.3		30.3
Regular dividends paid per share		**0.59**		0.56		0.56
Special dividends paid per Share		**1.85**		-		-

[1] Net earnings are adjusted in 2012 for the net after-tax gain from the sale of the Montreal plant and non-core brands of $17.7 million and in 2011 for the net after-tax loss from the sale of Seagram Coolers which amounted to $1.7 million. In 2010 net earnings are adjusted for the net after-tax impairment charge of $9.4 million. All three years have been further adjusted for net after-tax earnings related to brands disposed of in 2012 and 2011.

[2] The finanical information presented for 2010 does not reflect the impact of the adoption of IFRS.

B. Asset Purchase Agreement - Sale of Canadian Seagram Coolers Brand

On March 16, 2011, Corby entered into an agreement with Brick Brewing Co. Limited (“Brick”) whereby Brick purchased from Corby the Canadian rights to the Seagram Coolers brand for a purchase price of $7.3 million, plus the value of inventory on hand (“Inventory Value”). The purchase price was satisfied by a $4.9 million cash payment on closing and a secured promissory note issued by Brick in favour of Corby for the remaining balance, which will be paid over four years with 5% interest per annum. Brick paid to Corby the first anniversary payment of $0.7 million, with interest, on January 31, 2012 and the Inventory Value of $1.4 million on March 14, 2012.

C. Sale and Purchase Agreement – Sale of Montréal bottling facility and certain non-core brands

On October 31, 2011, the Company sold certain owned-brands as well as the shares of its subsidiary, Corby Manufacturing Inc., the owner of the manufacturing and bottling facility in Montréal, Québec, to Sazerac Company, Inc. (“Sazerac”) for an aggregate purchase price of $39.7 million, including the cost of inventory and other working capital items associated with the brands and manufacturing facility sold and other related adjustments.

The transaction involved the sale of 17 brands, including De Kuyper Geneva gin, De Kuyper Peachtree schnapps, Red Tassel vodka and Silk Tassel Canadian whisky, as well as the Montréal–based manufacturing facility where a significant portion of the brands were produced. As a result of this transaction, Corby recognized a gain on closing of $17.7 million, net of taxes and transaction costs. The book value of the assets disposed, including working capital items, was $17.8 million.

The agreement contains customary representations, warranties and covenants. In addition, as part of the agreement, Corby agreed to indemnify Sazerac in respect of a misrepresentation, breach of covenant, pre-closing liabilities and certain environmental matters. Based on current facts and circumstances, no material liability is anticipated in respect of this indemnification, and no provision has been made in the financial results for this contingency.

This transaction allowed the Company to streamline its portfolio with a more focused and targeted collection of brands, and to focus resources on the long term growth of its core portfolio of premium spirits and wines as part of its brand prioritization strategy. The bottling facility in Montréal had been increasingly underutilized with Corby-owned brand production in recent years and, thus, increased the Company's reliance on ancillary and low margin contract bottling activities to fill this capacity. Corby will continue its relationship with the facility and source the production of certain brands with the new ownership.

In fiscal 2011 the brands and manufacturing facility disposed of contributed a combined $5.7 million to net earnings on sales of $32.2 million. Therefore, the transaction is expected to have a material impact on Corby's future operating results. Direct comparisons to prior periods will be less meaningful, and as such, the impact of the transaction has been explained throughout this Annual Information Form, where applicable.

D. Canadian Representation Agreement with Pernod Ricard – ABSOLUT Vodka

On November 9, 2011, Corby entered into an agreement with Pernod Ricard S.A. ("Pernod Ricard" or "PR") for a new term for Corby's exclusive right to represent ABSOLUT vodka in Canada from September 30, 2013 to September 29, 2021, which is consistent with the term of Corby's Canadian representation for the other PR brands in Corby's portfolio. Under the agreement, Corby will pay the present value of $10 million for the additional eight years of the new term to PR at its commencement. Since the agreement with PR is a related party transaction, the agreement was approved by the Independent Committee of the Corby Board of Directors in accordance with Corby's related party transaction policy following an extensive review and with external financial and legal advice.

ABSOLUT is the number one premium vodka brand worldwide and is an iconic brand with an image built around values of creativity, innovation and cultural leadership. It is one of only four international spirits brands in the world which sells more than 10 million cases a year and has an especially attractive growth profile. ABSOLUT vodka complements Corby's strategy, while further enhancing the Company's premium brands portfolio. With ABSOLUT vodka in the Corby portfolio, Corby is the number two player in the vodka category in Canada with a 22% volume share – combining ABSOLUT with other key Corby vodka brands, such as Polar Ice vodka.

III. DESCRIPTION OF THE BUSINESS

A. General

Corby is a leading Canadian marketer of spirits and importer of wines. Corby's national leadership is sustained by a diverse brand portfolio which allows the Corporation to drive profitable organic growth with strong, consistent cash flows in Canada and internationally.

Corby owns or represents six of the 25 top-selling spirit brands in Canada, and 14 of the top 50, as measured by case volumes. Corby's portfolio of owned-brands includes some of the most renowned brands in Canada, including Wiser's Canadian whisky, Lamb's rum, Polar Ice vodka and McGuinness liqueurs. Through its affiliation with Pernod Ricard, Corby also represents leading international brands such as ABSOLUT vodka, Chivas Regal, The Glenlivet and Ballantine's Scotch whiskies, Jameson Irish whiskey, Beefeater gin, Malibu rum, Kahlúa liqueur, Mumm champagne, and Jacob's Creek, Wyndham Estate, Stoneleigh and Graffigna wines. In addition to representing Pernod Ricard's brands in Canada, Corby also provides representation for certain selected, unrelated third-party brands ("Agency brands") when they fit within the Company's strategic direction and, thus, complement Corby's existing brand portfolio.

The Corporation's activities are comprised of the distribution of owned and represented spirits, liqueurs and imported wines. More specifically, 80% of Corby's revenue is derived from sales of the Corporation's owned spirit brands, while commissions earned from the sale of represented brands totaled 11% (comprised 9% from spirits and 2% from wines). The Company also supplements these primary sources of revenue with other ancillary activities incidental to its core business, such as logistics fees and miscellaneous bulk spirit sales.

Corby's business consists predominantly of sales within Canada which represent 94% of the Corporation's revenue. Sales in Canada are made to each of the provincial liquor boards. In fiscal 2012, sales to the three largest provincial liquor boards accounted for 32%, 17% and 14%, respectively, of revenue of the Corporation (fiscal 2011 - 29%, 15% and 14%, respectively).

The Corporation's sales to customers outside of Canada for each of the years ended 2012 and 2011 represented approximately 6% and 5% of revenue, respectively. These sales mainly consisted of shipments of key brands, such as Wiser's DeLuxe Canadian whisky and Polar Ice vodka into the United States and select countries in Western Europe, and the sale of Lamb's rum in the United Kingdom and other international markets.

Corby's operations are subject to seasonal fluctuations; as sales are typically strong in the first and second quarters, due to increased purchases by consumers during the retail holiday season, while third-quarter sales (January, February and March) usually decline after the end of the retail holiday season. Fourth quarter sales typically increase again with the onset of warmer weather as consumers tend to increase their purchasing levels during the summer season.

The Corporation sources more than 80% of its spirits production requirements from Hiram Walker & Sons Limited ("HWSL") at its facilities in Windsor, Ontario, with the balance of Corby's spirits production being outsourced to third-party suppliers. The formerly owned plant in Montréal continues to manufacture most of the Corby products that were produced there prior to the sale. The Company also utilizes a third-party manufacturer in the UK to produce its Lamb's rum products destined for sale in countries located outside North America. Corby's Lamb's rum products sold in North America continue to be manufactured at HWSL's production facility.

B. Related Party Transactions

HWSL, an indirectly wholly-owned subsidiary of Pernod Ricard, owns in excess of 50% of the issued and outstanding Voting Class A Common Shares of Corby and is thereby considered to be the Corporation's parent. Pernod Ricard is considered to be Corby's ultimate parent and affiliated companies are those that are also subsidiaries of Pernod Ricard.

Corby engages in a significant number of transactions with its parent company, its ultimate parent and affiliates. Specifically, Corby renders services to its parent company, its ultimate parent and affiliates for the marketing, sale and production of beverage alcohol products in Canada. Furthermore, Corby sub-contracts the large majority of its distilling, maturing, storing, blending, bottling and related production activities to its parent company. A significant portion of Corby's bookkeeping, recordkeeping, data processing and other administrative services are also outsourced to its parent company. Transactions with the parent company, ultimate parent and affiliates are subject to Corby's related party transaction policy.

As discussed above, under "General Development of the Business", Corby entered into an agreement on November 9, 2011, for a new term regarding the exclusive right to represent ABSOLUT vodka and Plymouth gin brands in Canada from September 30, 2013 to September 29, 2021, including certain restrictive covenants, and also entered into agreements on September 29, 2006 regarding the continued production of its brands by Pernod Ricard at its production facilities in Windsor, Ontario, for a 10-year period, expiring in 2016. Corby also agreed to manage Pernod Ricard's business interests in Canada, including the Windsor production facilities. Certain officers of Corby have been appointed as directors and officers within the Pernod Ricard Group, as approved by Corby's Board of Directors**.** All of these transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

All of the Corporation's banking and cash management needs are addressed by The Bank of Nova Scotia and, under this arrangement, Corby participates in the Mirror Netting Service Agreement with Pernod Ricard's other Canadian affiliates. The Mirror Netting Service Agreement acts to aggregate each participant's net cash balance on a nightly basis for purposes of interest calculation. Corby earns interest income, which is settled on a monthly basis, from Pernod Ricard at market rates on its cash balances held at its financial institution.

C. Risks

The Corporation is exposed to a number of risks in the normal course of its business that have the potential to affect its operating and financial performance.

1. Industry and Regulatory

The beverage alcohol industry in Canada is subject to government policy, extensive regulatory requirements and significant rates of taxation at both the federal and provincial levels. As a result, changes in the government policy, regulatory and/or taxation environments within the beverage alcohol industry may affect Corby's business operations, causing changes in market dynamics or changes in consumer consumption patterns. In addition, the Corporation's provincial liquor board customers have the ability to mandate changes that can lead to increased costs, as well as other factors which may impact upon the financial results.

The Corporation continuously monitors the potential risk associated with any proposed changes in its government policy, regulatory and taxation environments, and, as an industry leader, actively participates in trade association discussions relating to new developments.

2. Consumer Consumption Patterns

Beverage alcohol companies are susceptible to risks relating to changes in consumer consumption patterns. Consumer consumption patterns are affected by many external influences, not the least of which is the current economic outlook and overall consumer confidence in the stability of the economy as a whole**.** Corby offers a diverse portfolio of products across all major spirit categories and at various price points, which complements consumer desires and offers exciting innovation.

3. Distribution/Supply Chain Interruption

The Corporation is susceptible to risks relating to distributor and supply chain interruptions. Distribution in Canada is largely accomplished through the government-owned provincial liquor boards and, therefore, an interruption (e.g., a labour strike) for any length of time may have a significant impact on Corby's ability to sell its products in a particular province and/or market.

Supply chain interruptions, including a manufacturing or inventory disruption, could impact product quality and availability. The Corporation adheres to a comprehensive suite of quality programs and proactively manages production and supply chains to mitigate any potential risk to consumer safety or Corby's reputation and profitability.

4. Environmental Compliance

Environmental liabilities may potentially arise when companies are in the business of manufacturing products and, thus, required to handle potentially hazardous materials. As Corby outsources its production, including all of its storage and handling of maturing alcohol, the risk of environmental liabilities is considered minimal. Corby currently has no significant recorded or unrecorded environmental liabilities.

5. Industry Consolidation

In recent years, the global beverage alcohol industry has experienced a significant amount of consolidation. Industry consolidation can have varying degrees of impact and, in some cases, may even create exceptional opportunities. Either way, management believes that the Corporation is well positioned to deal with this or other changes to the competitive landscape in Canada.

6. Competition

The Canadian beverage alcohol industry is also extremely competitive. Competitors may take actions to establish and sustain competitive advantage. They may also affect Corby's ability to attract and retain high-quality employees. The Corporation's long heritage attests to Corby's strong foundation and successful execution of its strategies. Being a leading Canadian beverage alcohol company helps facilitate recruitment efforts. Corby appreciates and invests in its employees to partner with them in achieving corporate objectives and creating value.

7. Credit Risk

Credit risk arises from deposits in cash management pools held with Pernod Ricard via Corby's participation in the Mirror Netting Service Agreement (as described in the "Related Party Transactions" section, above), as well as credit exposure to customers, including outstanding accounts and note receivable. The maximum exposure to credit risk is equal to the carrying value of the Corporation's financial assets. The objective of managing counter-party credit risk is to prevent losses in financial assets. The Corporation assesses the credit quality of its counter-parties, taking into account their financial position, past experience and other factors. As the large majority of Corby's accounts receivable balances are collectable from government-controlled LBs, management believes the Corporation's credit risk relating to accounts receivable is at an acceptably low level. The Company's note receivable is secured.

8. Exposure to Interest Rate Fluctuations

The Corporation does not have any short- or long-term debt facilities. Interest rate risk exists, as Corby earns market rates of interest on its deposits in cash management pools and also has a note receivable that earns a fixed rate of interest. An active risk management program does not exist, as management believes that changes in interest rates would not have a material impact on Corby's financial position over the long term.

9. Exposure to Commodity Price Fluctuations

Commodity risk exists, as the manufacture of Corby's products requires the procurement of several known commodities, such as grains, sugar and natural gas. The Corporation strives to partially mitigate this risk through the use of longer-term procurement contracts where possible. In addition, subject to competitive conditions, the Corporation may pass on commodity price changes to consumers through pricing over the long term.

10. Foreign Currency Exchange Risk

The Corporation has exposure to foreign currency risk, as it conducts business in multiple foreign currencies; however, its exposure is primarily limited to the US dollar ("USD") and UK pound sterling ("GBP"). Corby does not utilize derivative instruments to manage this risk. Subject to competitive conditions, changes in foreign currency rates may be passed on to consumers through pricing over the long term.

USD Exposure

The Corporation’s demand for USD has traditionally outpaced its supply, due to USD sourcing of production inputs exceeding that of the Corporation’s USD sales. Therefore, decreases in the value of the Canadian dollar (“CAD”) relative to the USD will have an unfavourable impact on the Corporation’s earnings.

GBP Exposure

As a result of the relocation of its Lamb’s international production from Canada to the UK in the quarter ended September 30, 2012), the Corporation’s exposure to fluctuations in the value of the GBP relative to the CAD has been significantly reduced as both sales and cost of production are now denominated in GBP. While Corby’s exposure has been minimized, increases in the value of the CAD relative to the GBP will have an unfavourable impact on the Corporation’s earnings.

11. Third-Party Service Providers

HWSL, which Corby manages on behalf of PR, provides more than 80% of the Corporation’s production requirements, among other services including administration and information technology. However, the Corporation is reliant upon certain third-party service providers in respect of certain of its operations. It is possible that negative events affecting these third-party service providers could, in turn, negatively impact the Corporation. While Corby has no direct control over how such third parties are managed, it has entered into contractual arrangements to formalize these relationships. In order to minimize operating risks, the Corporation actively monitors and manages its relationships with its third-party service providers.

12. Brand Reputation and Trademark Protection

The Corporation promotes nationally branded, non-proprietary products as well as proprietary products. Damage to the reputation of any of these brands, or to the reputation of any supplier or manufacturer of these brands, could negatively impact consumer opinion of the Corporation or the related products, which could have an adverse impact on the financial performance of the Corporation. The Corporation strives to mitigate such risks by selecting only those products from suppliers that strategically complement Corby’s existing brand portfolio and by actively monitoring brand advertising and promotion activities. The Corporation registers trademarks, as applicable, while constantly watching for and responding to competitive threats, as necessary.

13. Valuation of Goodwill and Intangible Assets

Goodwill and intangible assets account for a significant amount of the Corporation’s total assets. Goodwill and intangible assets are subject to impairment tests which involve the determination of fair value. Inherent in such fair value determinations are certain judgments and estimates including, but not limited to, projected future sales, earnings and capital investment; discount rates; and terminal growth rates. These judgments and estimates may change in the future due to uncertain competitive market and general economic conditions, or as the Corporation makes changes in its business strategies. Given the current state of the economy, certain of the aforementioned factors affecting the determination of fair value may be impacted and, as a result, the Corporation’s financial results may be adversely affected.

The following chart summarizes Corby's goodwill and intangible assets and details the amounts associated with each brand (or basket of brands) and market:

Associated Brand	Associated Market	Carrying Values as at June 30, 2012		
		Goodwill	Intangibles	Total
Various Pernod Ricard brands	Canada	$ -	$ 42.0	$ 42.0
Lamb's rum	International[1]	1.4	11.8	13.2
Corby domestic brands	Canada	1.9	-	1.9
		$ 3.3	$ 53.8	$ 57.1

[1] The international business for Lamb's rum is primarily focused in the UK; however, the trademarks and licences purchased relate to all international markets outside of Canada, as Corby previously owned the Canadian rights.

Therefore, economic factors (such as consumer consumption patterns) specific to these brands and markets are primary drivers of the risk associated with their respective goodwill and intangible assets valuations.

14. Employee Future Benefits

The Corporation has certain obligations under its registered and non-registered defined benefit pension plans and other post-retirement benefit plan. There is no assurance that the Corporation's benefit plans will be able to earn the assumed rate of return. New regulations and market-driven changes may result in changes in the discount rates and other variables, which would result in the Corporation being required to make contributions in the future that differ significantly from estimates. An extended period of depressed capital markets and low interest rates could require the Corporation to make contributions to these plans in excess of those currently contemplated, which, in turn, could have an adverse impact on the financial performance of the Corporation. Somewhat mitigating the impact of a potential market decline is the fact that the Corporation monitors its pension plan assets closely and follows strict guidelines to ensure that pension fund investment portfolios are diversified in-line with industry best practices. For further details related to Corby's defined benefit pension plans, please refer to Note 15 to the consolidated financial statements for the year ended June 30, 2012.

D. Outlook

Management believes that having a focused brand prioritization strategy will permit the Corporation to capture market share in the segments and markets which are expected to deliver the most growth in value over the long term. Therefore, the Corporation's strategy is to focus its investments on, and leverage the long-term growth potential of, its key brands. As a result, Corby will continue to invest behind its brands to promote its premium offerings where it makes the most sense and drives the most value for shareholders.

Brand prioritization requires an evaluation of each brand's potential to deliver upon this strategy, and facilitates Corby's marketing and sales teams' focus and resources allocation. Over the long term, management believes that effective execution of its strategy will result in value creation for shareholders. Recent disposal transactions (the March 2011 sale of the Seagram Coolers brand and the October 2011 sale of the Montréal bottling facility and certain non-core brands, discussed below) reflect this strategy by streamlining Corby's portfolio and thus refocusing resources on key brands.

In addition, management is convinced that innovation is key to seizing new profit and growth opportunities. Successful innovation can be delivered through a structured and efficient process as well as consistent investment on consumer insight and research and development. As far as research and development is concerned, the Corporation benefits from access to leading-edge practices at Pernod Ricard's North American hub, which is located in Windsor, Ontario.

Finally, the Corporation is a strong advocate of social responsibility, especially with respect to its sales and promotional activities. Corby will continue to promote the responsible consumption of its products in its activities. The Corporation stresses its core values throughout its organization, including those of conviviality, straightforwardness, commitment, integrity and entrepreneurship.

E. Employees of Corby

The Corporation employed 171 employees as at June 30, 2012.

IV. DIVIDENDS

The declaration and payment of dividends and the amount thereof are at the discretion of the Board, which takes into account the Corporation's financial results, capital requirements, available cash flow and other factors the Board considers relevant from time to time.

Corby's practice has been to declare and pay dividends quarterly. The amount of cash dividends declared per common share on the Voting Class A Common Shares and the Non Voting Class B Common Shares for each of the three most recently completed fiscal years is as follows:

Dividends declared per share ($)	2012	2011	2010
Voting Class A Common shares	2.44[1]	.56	.56
Voting Class B Common shares	2.44[1]	.56	.56

[1] Includes the special one-time common share dividend of $1.85 per share on the Voting Class A Common Shares and the Non Voting Class B Common Shares which was declared on November 9, 2011 and paid on January 3, 2012 to all common shareholders of Voting Class A Common Shares and Non-Voting Class B Common Shares on record as at the close of business on December 15, 2011.

On November 9, 2011, the regular dividend was adjusted from $0.14 per share to $0.15 per share, representing a 7% increase in the Company's quarterly dividend. On an annual basis, the regular dividend increased from $0.56 per share to $0.60 per share, on all Voting Class A Common Shares and Non-Voting Class B Common Shares, payable in September, December, March and June in each fiscal year.

On November 9, 2011, Corby also announced an amendment to its dividend policy. Effective as of fiscal year 2013, subject to business conditions and opportunities, regular dividends will be paid quarterly, on the basis of an annual amount equal to the greater of 75% of net earnings per share in the preceding fiscal year ended June 30, and $0.60 per share.

V. DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Corporation consists of an unlimited number of Voting Class A Common Shares and an unlimited number of Non-Voting Class B Common Shares. As at June 30, 2012, Corby had 24,274,320 Voting Class A Common Shares and 4,194,536 Non-Voting Class B Common Shares issued and outstanding. There are no options outstanding.

A. Voting Class A Common Shares and Non-Voting Class B Common Shares

The Voting Class A Common Shares entitle the holders thereof to one vote per share at all meetings of shareholders of the Corporation. The Non-Voting Class B Common Shares do not entitle the holders thereof to vote at meetings of shareholders of the Corporation. The holders of Voting Class A Common Shares and Non-Voting Class B Common Shares are entitled to receive *pari passu* such dividends as the Corporation shall declare and the remaining property of the Corporation upon dissolution. The Non-Voting Class B Common Shares do not contain coat-tail provisions, as they pre-date the 1987 TSX requirement.

VI. MARKET FOR SECURITIES

The Voting Class A Common Shares and Non-Voting Class B Common Shares of the Corporation are listed for trading on the TSX under the symbols CDL.A and CDL.B, respectively. The price range and volume traded for the Voting Class A Common Shares and the Non-Voting Class B Common Shares of the Corporation on a monthly basis for each month of the fiscal year ended June 30, 2012, are indicated in the table, below:

	CDL.A			CDL.B		
Month	***High ($)***	***Low ($)***	***Volume Traded***	***High ($)***	***Low ($)***	***Volume Traded***
2011						
July	16.90	16.01	65,731	15.60	14.99	26,774
August	16.44	15.11	135,043	15.10	14.00	39,365
September	16.25	14.90	123,762	14.75	13.81	54,074
October	16.69	15.81	75,295	14.78	13.96	56,849
November	18.44	16.00	284,317	17.15	14.41	66,748
December	18.20	14.97	248,396	16.99	14.00	76,480
2012						
January	16.79	15.71	272,558	15.40	14.25	50,826
February	16.50	15.52	145,080	14.74	14.35	65,500
March	16.50	15.90	137,053	15.41	14.36	155,922
April	16.45	16.00	87,320	15.37	14.96	36,182
May	16.45	16.00	138,336	15.31	14.77	25,033
June	16.89	16.01	113,053	15.44	14.66	28,898

VII. DIRECTORS AND OFFICERS

The names of the directors and officers of the Corporation, their province or state and country of residence, the positions held by the directors and officers within the Corporation, their principal occupations or employments during the past five years, the period during which each director has exercised such mandate, as well as the number of Voting Class A Common Shares of the Corporation that each director and officer owned beneficially, directly or indirectly or over which they exercised control or direction as of June 30, 2012, are indicated in the following pages:

A. Directors

Name, Province or State and Country of Residence	Principal and Previous Occupations	Director Since	Approximate Number of Voting Class A Common Shares as at June 30, 2012
McCARTHY, George F.(1)(3)(5) Connecticut, U.S.A.	Chairman of the Board of the Corporation.	June 20, 1993	14,187
BOULAY, Claude(3)(4) Québec, Canada	External legal counsel of Pernod Ricard Americas, and external legal counsel and corporate secretary of Pernod Ricard Canada Ltée.	July 1, 2008	0*
DREANO, Philippe A.(2) New York, U.S.A.	Chairman and Chief Executive Officer of Pernod Ricard Americas. Chairman and Chief Executive Officer of Pernod Ricard Asia, from 2000 to 2009.	August 26, 2009	0*
LEBURN, John(3)(4) Ontario, Canada	Vice President and Chief Financial Officer of the Corporation. Finance & Development Director of Pernod Ricard UK, from 2009 to 2011 and Finance Director of Pernod Ricard, from 2006 to 2009 Deputy Finance Director of Chivas Brothers Ltd., from 2001 to 2006.	November 9, 2011	519
LLEWELLYN, Robert L.(1)(2)(3)(4)(5) South Carolina, U.S.A.	Director of the Corporation.	January 20, 1999	4,194
LUSSIER, Donald V.(1)(3)(5) Manitoba, Canada	Director of the Corporation. President and Chief Executive Officer of the Manitoba Liquor Control Commission, from 2001 to 2009.	November 12, 2009	1,834
NIELSEN, Patricia L.(1)(2)(5) Ontario, Canada	President and Chief Executive Officer of Canadian Automobile Association, Niagara (a not-for-profit auto club). Chief Executive Officer of Maxxam Analytics Corporation, from 2002 to 2006.	November 14, 2000	15,019
O'DRISCOLL, R. Patrick(4) Ontario, Canada	President and Chief Executive Officer of the Corporation. President and Chief Executive Officer of Malibu-Kahlúa International, a dba of Pernod Ricard U.S.A. LLC, from 2007 to 2009. Commercial Director of Chivas Brothers Ltd., from 2002 to 2007.	July 1, 2009	4,279
POURCHET, Thierry R.(1) New York, U.S.A.	Vice-President, Chief Financial Officer of Pernod Ricard Americas. Vice President and Chief Financial Officer of the Corporation, from 2009 to 20011. Chief Operating Officer of Malibu-Kahlúa International, a dba of Pernod Ricard U.S.A. LLC, from 2008 to 2009.	August 1, 2009	237**

(1) Member of the Audit Committee
(2) Member of the Management Resources Committee
(3) Member of the Corporate Governance & Nominating Committee
(4) Member of the Retirement Committee
(5) Member of the Independent Committee
*Directors of the Corporation who are acting as Pernod Ricard's nominees hold no shares in the capital of Corby.
** Mr. Pourchet sold the shares he held in Corby on January 10, 2012, shortly after becoming a Pernod Ricard officer and director nominee to the Corby board of directors on November 9, 2011. He subsequently acquired the 237 shares, which represent the payment of the January 2012 special dividend, and since that time has not acquired any further shares in the capital of Corby.

Each director remains in office until the following annual meeting of shareholders or until the election of his/her successor, unless he/she resigns or his/her office becomes vacant as a result of his/her death or any other cause. Additional information on the directors of the Corporation can be found in the Corporation's Management Proxy Circular for the fiscal year ended June 30, 2012, which is incorporated herein by reference and a copy of which is available at www.sedar.com.

B. Officers

Name, Province or State and Country of Residence	Principal and Previous Occupations	Officer Since	Approximate Number of Voting Class A Common Shares as at June 30, 2012
McCARTHY, George F. Connecticut, U.S.A.	Chairman of the Board of the Corporation.	January 1, 1993	14,187
AGDERN, Jeffrey H. Ontario, Canada	Vice-President, Marketing, of the Corporation. Marketing Vice-President for Whisky, Gin and Cognac, Pernod Ricard USA, from 2008 to 2010. Marketing Vice-President for Rum and Cordials, Pernod Ricard USA, from 2006 to 2008. Group Director for Irish and Single Malt Scotch, Pernod Ricard USA, from 2002 to 2005.	August 1, 2010	0
ALEXANDER, Andrew S. Ontario, Canada	Vice-President, Sales, of the Corporation.	June 19, 2000	15,398
HOLUB, Paul G. Ontario, Canada	Vice-President, Human Resources, of the Corporation. Vice-President, Human Resources Operations, of Pernod Ricard North America, from 2006 to 2007. Vice-President, HR Centre of Expertise, America, and Vice-President, Compensation & Benefits, North America, of Allied Domecq PLC/Pernod Ricard North America, from 2004 to 2006.	February 13, 2007	10,722
LEBURN, John Ontario, Canada	Vice President and Chief Financial Officer of the Corporation. Finance & Development Director of Pernod Ricard UK, from 2009 to 2011 and Finance Director of Pernod Ricard, from 2006 to 2009 Deputy Finance Director of Chivas Brothers Ltd., from 2001 to 2006.	November 9, 2011	519
O'DRISCOLL, R. Patrick Ontario, Canada	President and Chief Executive Officer of the Corporation. President and Chief Executive Officer of Malibu-Kahlúa International, a dba of Pernod Ricard U.S.A. LLC, from 2007 to 2009. Commercial Director of Chivas Brothers Ltd., from 2002 to 2007.	July 1, 2009	4,279
STANSKI, James M. Ontario, Canada	Vice-President, Production, of the Corporation, and Vice-President, Production, of Hiram Walker & Sons Limited. Vice-President, Production, and Director of Production of Hiram Walker & Sons Limited, in 2007. Site Manager of Hiram Walker & Sons Limited, from 2005 to 2006.	November 12, 2009	0*

Name, Province or State and Country of Residence	Principal and Previous Occupations	Officer Since	Approximate Number of Voting Class A Common Shares as at June 30, 2012
VALENCIA, Marc A. Ontario, Canada	General Counsel, Corporate Secretary and Vice-President, Public Affairs, of the Corporation Vice-President, General Counsel, Corporate Secretary and Chief Privacy Officer of the Corporation, from 2007 to 2010. Vice-President, General Counsel and Corporate Secretary of the Corporation, from 2004 to 2007.	December 1, 2004	11,041
*Officers of the Corporation who are on expatriate assignment from Pernod Ricard or are employed by HWSL hold no shares in the capital of Corby.			

C. Shareholdings of Directors and Officers

The directors and officers of the Corporation as a group beneficially own, directly or indirectly, or exercise control or direction over 77,430 Voting Class A Common Shares as at June 30, 2012, representing approximately 0.32% of the aggregate number of voting securities of the Corporation issued and outstanding as at June 30, 2012. The information as to the shares owned, directly or indirectly, or over which control or direction is exercised by the directors and officers is not within the knowledge of the Corporation and has been furnished by each of the directors and officers of the Corporation. Additional information with regard to shareholdings of directors of the Corporation can be found in the Corporation's 2012 Management Proxy Circular, which is incorporated herein by reference and a copy of which is available at www.sedar.com.

D. Audit Committee

1. Audit Committee Charter

The Corporation's "Audit Committee Charter", which sets out its purpose, authority, function, membership, qualifications and responsibilities, is attached as Appendix "A" to this Annual Information Form.

2. Audit Committee Composition

All members of the Audit Committee are independent and financially literate (as those terms are defined in *Multilateral Instrument 52-110 – Audit Committees*) and have the following education and experience which is relevant to their roles as Audit Committee members:

Name	Independent	Financially Literate	Education and Experience
Robert L. Llewellyn (Chair)	Yes	Yes	Mr. Llewellyn has a BS degree from Pennsylvania State University, an MBA from Boston University and a Certificate of Financial Literacy for Directors from Rotman School of Management, University of Toronto. Having been a senior executive and board member of several companies, Mr. Llewellyn has had controllers reporting to him and was required to understand financial statements.
Donald V. Lussier	Yes	Yes	Mr. Lussier has a B Comm degree from the University of Manitoba. Having served as senior executive of several companies and as a former chair of the audit committee of Misericordia Health Centre, Mr. Lussier was required to have a thorough understanding of accounting principles and understand financial statements.

George F. McCarthy	Yes	Yes	Mr. McCarthy has a BS degree from University of Detroit and an MBA from University of Chicago. Having been a senior executive and board member of several companies, with chief financial officers reporting to him and overall responsibility for accuracy of financial statements, Mr. McCarthy was required to have a thorough understanding of accounting principles, financial statements and internal controls.
Patricia L. Nielsen	Yes	Yes	Ms. Nielsen has a partial BA degree from University of Western Ontario, an Executive MBA Certificate from University of Toronto, and several designations, including Financial Management, from General Electric's John F. Welch Leadership Center at Crotonville. Having been a senior executive and board member of several companies, with chief financial officers reporting to her and overall responsibility for accuracy of financial statements, Ms. Nielsen was required to have a thorough understanding of accounting principles, financial statements and internal controls.
Thierry R. Pourchet	Exempt	Yes	Mr. Pourchet graduated from Ecole de Management de Lyon (France). Mr. Pourchet has held various senior executive positions with Pernod Ricard having responsibility for financial matters and previously worked at Arthur Anderson holding various positions.

The Corporation relies upon the Controlled Companies exemption in subsection 3.3(2) of Multilateral Instrument 52-110 - *Audit Committees* in respect of director appointees of the Corporation's majority shareholder or its affiliate. Mr. Thierry Pourchet is the director appointee of the Corporation's current majority shareholder or its affiliate, Pernod Ricard, and the Board of Directors has determined in its reasonable judgment that Mr. Pourchet is able to exercise the impartial judgment necessary to fulfill his responsibilities as an Audit Committee member and, with his considerable skills, education and experience, his appointment is required by the best interests of the Corporation and its shareholders.

3. Engagement of Non-Audit Services

The Audit Committee has adopted a policy in connection with the engagement of audit services. In the event that the Corporation wishes to engage its auditor for any other permitted service, the Chief Financial Officer will submit the request for service, in advance, to the Audit Committee for consideration and approval. The request for service will include the estimated fee and a statement whether the service is a permitted service under the Corporation's policy. The engagement may commence upon approval of the full Audit Committee.

4. External Auditors Service Fees

In fiscal years 2012 and 2011, Deloitte & Touche LLP did not provide any non-audit services to the Corporation and no tax fees were paid by the Corporation.

The aggregate fees billed by Deloitte & Touche LLP, as the Corporation's external auditors, for audit services provided during fiscal years 2012 and 2011 are set out below:

Fees	**2012**	**2011**
Audit fees[(1)]	$458,000	$453,500
Audit-related fees[(2)]	70,150	54,100
Tax-related fees	0	0
All other fees	0	0
Total	$528,150	$507,600

(1) Audit fees are fees for services related to the audit of the Corporation's consolidated financial statements and the review of quarterly reports to shareholders.

(2) Audit-related fees are fees for assurance and related services that are performed by the Corporation's external auditors. These services represent the audit of the pension plans and the implementation of International Financial Reporting Standards (IFRS).

E. Cease Trade Orders

To the knowledge of the Corporation, no director or officer of the Corporation is, or within the last 10 years has been, a director, chief executive officer or chief financial officer of any company that: (a) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (b) was subject to a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after that person ceased to be a director, chief executive officer or chief financial officer, but which resulted from an event that occurred while that person was acting in that capacity.

VIII. TRANSFER AGENT AND REGISTRAR

The Corporation's transfer agent and registrar is Computershare Investor Services Inc., 1500 University Street, Suite 700, Montréal, Québec H3A 3S8.

IX. MATERIAL CONTRACTS

The following material contracts have been filed by Corby pursuant to Section 12.2 of National Instrument 51-102 – *Continuous Disclosure Obligations* and remain in effect:

- Agreement dated March 7, 2006 between Corby and Pernod Ricard.
- Amendment agreement dated June 29, 2006 between Corby and Pernod Ricard.
- Share purchase agreement dated September 29, 2006 between Corby, Pernod Ricard and Pernod Ricard Canada Ltée.
- Asset purchase agreement dated September 29, 2006 between Pernod Ricard, Allied Domecq Spirits & Wine Limited, The Hiram Walker Group Limited, Alfred Lamb International Limited, Corby and Corby International Limited.
- Asset purchase agreement dated September 29, 2006 between Pernod Ricard, Corby Coolers Limited ("Corby Coolers") and Corby.
- Assignment agreement (the "Assignment Agreement") dated September 29, 2006 between Corby, Pernod Ricard, Allied Domecq International Holdings BV ("ADIHBV") and Chivas Brothers Limited, Allied Domecq Spirits & Wine Limited, Chivas Brothers Pernod Ricard Limited, Chivas Brothers (Americas) Limited, The Glenlivet Distillers Limited and Hill Thomson & Co. Limited (each of Chivas Brothers Limited, Chivas Brothers (Americas) Limited, The Glenlivet Distillers Limited and Hill Thomson & Co. Limited (collectively, the "Brand Owners").
- Canadian representation agreement (the "Chivas Representation Agreement") dated September 29, 2006 between Pernod Ricard, ADIHBV and the Brand Owners.
- Canadian representation agreement (together with the Chivas Representation Agreement, the "Canadian Representation Agreements") dated September 29, 2006, between Pernod Ricard and ADIHBV and assigned to Corby by ADIHBV, pursuant to the Assignment Agreement.
- Co-pack agreement (the "Co-Pack Agreement") dated September 29, 2006 between HWSL and Corby.
- Distillate supply agreement (the "Production Agreement") dated September 29, 2006 between HWSL and Corby.
- Canadian representation agreement dated September 26, 2008 between Pernod Ricard and Corby.
- Asset purchase agreement dated March 16, 2011 between Corby, Corby Coolers and Brick.
- Sale and purchase agreement dated September 27, 2011 between Corby and Sazerac.

- Side Letter to sale and purchase agreement dated September 27, 2011 between Corby and Sazerac.
- Amendment to sale and purchase agreement dated September 27, 2011 between Corby and Sazerac.
- Canadian representation agreement dated November 9, 2011 between Pernod Ricard and Corby.

As mentioned above, under "General Development of the Business", on September 29, 2006, Corby and Pernod Ricard entered into an agreement pursuant to which Corby acquired the exclusive right to represent Pernod Ricard's brands in Canada for a 15-year period, expiring in 2021. These representation rights were set forth in the Canadian Representation Agreements, which were assigned to Corby pursuant to the Assignment Agreement. As part of that transaction, Corby also acquired from Pernod Ricard the international rights to Lamb's rum (excluding the Canadian rights, which Corby already owned) and the Canadian rights to Seagram Coolers (which Corby sold to Brick effective March 16, 2011). Corby satisfied the $105 million purchase price by selling its 45% interest in Tia Maria Group to Pernod Ricard and by making a cash payment. The companies also agreed upon the terms for continuation of production of Corby's owned-brands by Pernod Ricard at its production facilities in Windsor, Ontario, for a 10-year period, expiring in 2016, pursuant to the Co-Pack Agreement and the Production Agreement. The co-packing fee is equal to the lower of current rates (applied prior to September 29, 2006) and full costs, plus applicable taxes. The fees payable by Corby to HWSL, pursuant to the Production Agreement, are the lower of current rates and full costs. The companies have further agreed that Corby would manage Pernod Ricard's business interests in Canada, including the Windsor production facilities. Further, on September 26, 2008, Pernod Ricard and Corby entered into an agreement providing Corby the exclusive right to represent ABSOLUT vodka in Canada for five years to September 30, 2013. On March 16, 2011, Corby entered into an agreement with Brick whereby Brick purchased from Corby the Canadian rights to the Seagram Coolers brand for a purchase price of $7.3 million, plus the value of inventory on hand. The purchase price was satisfied by a $4.9 million cash payment on closing and a secured promissory note issued by Brick in favour of Corby for the remaining balance, which will be paid over the next four years with 5% interest per annum. On October 31, 2011, the Company sold certain owned-brands as well as the shares of its subsidiary, Corby Manufacturing Inc., the owner of the manufacturing and bottling facility in Montréal, Québec, to Sazerac for an aggregate purchase price of $39.7 million, including the cost of inventory and other working capital items associated with the brands and manufacturing facility sold and other related adjustments. On November 9, 2011, Corby entered into an agreement with Pernod Ricard for a new term for Corby's exclusive right to represent ABSOLUT vodka in Canada from September 30, 2013 to September 29, 2021, which is consistent with the term of Corby's Canadian representation for the other Pernod Ricard brands in Corby's portfolio. Under the agreement, Corby will pay the present value of $10 million for the additional eight years of the new term to Pernod Ricard at its commencement.

X. EXPERTS

The Corporation's auditors are Deloitte & Touche LLP. As at August 28, 2012, Deloitte & Touche LLP has advised that it is independent with respect to the Corporation in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

XI. ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, is contained in the Corporation's Management Proxy Circular for its most recent annual meeting of shareholders at which directors were elected. Additional financial information, including comparative consolidated financial statements, is provided in the Corporation's Annual Report to shareholders and Management's Discussion and Analysis for the fiscal year ended June 30, 2012. Additional information regarding Corby is available on SEDAR at www.sedar.com, the internet site maintained by the Canadian Securities Administrators, and on Corby's corporate website, located at www.corby.ca.

The Corporation will provide to any person, upon written request to the Corporate Secretary of the Corporation, 225 King Street West, Suite 1100, Toronto, Ontario M5V 3M2, a copy of this Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form, one copy of the comparative financial statements of the Corporation for its fiscal year ended June 30, 2012, together with the accompanying report of the auditors, and a copy of any interim financial statements of the Corporation subsequent to such financial statements and one copy of the Management Proxy Circular described above. The Corporation may require the payment of a reasonable charge for such documents if the request is made by a person who is not a securityholder of the Corporation. If the securities of the Corporation are in the course of a distribution, pursuant to a preliminary short form prospectus or a short form prospectus, the Corporation will provide to any person (without charge), upon request to the Corporate Secretary of the Corporation, any of the documents referred to above, and one copy of any other documents that are incorporated by reference into any preliminary short form prospectus or short form prospectus filed by the Corporation.

APPENDIX “A”

CORBY DISTILLERIES LIMITED

(the “Corporation”)

AUDIT COMMITTEE CHARTER

The Audit Committee of the Corporation reviews and approves this written charter setting out its mandate and responsibilities.

Establishment of Committee

A committee of the directors to be known as the “Audit Committee” (hereinafter the “Committee”) is hereby established.

Composition of Committee

- The Committee shall be appointed by the Board of Directors of the Corporation (the “Board”) from amongst the non-executive directors of the Corporation and shall consist of not less than three members. A quorum shall be two members.
- The members of the Committee shall be independent of the management of the Corporation.
- Each member of the Committee shall be financially literate, or must become financially literate within a reasonable period of time after appointment to the Committee.
- The chair of the Committee shall be appointed by the Board.

Attendance at Meetings

- The Chief Executive Officer, Chief Financial Officer, Director/Manager of Internal Audit, and a representative of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance.
- In the absence of the Committee chair, the remaining members present shall elect one of their members to chair the meeting.
- The Corporate Secretary shall be the Secretary of the Committee; in his/her absence the Committee chair may appoint an individual to carry out the Secretary’s duties.

Frequency of Meetings

- Meetings may be called by any member of the Committee, or by the external auditors, should they consider one to be necessary.
- At a minimum, the Committee shall meet on a quarterly basis.
- Notice of meeting and agenda will be sent out to each member of the Committee not fewer than five working days prior to the meetings.

Authority

The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires to fulfill the above and all employees are directed to co-operate with any request made by the Committee.

Specific Roles and Responsibilities of the Committee

Financial Statements, Disclosure & Controls

a) The Committee shall review the following before the Board of Directors’ approval and the Corporation’s public disclosure of such information:

   i) the quarterly and annual financial statements, with accompanying notes;

ii) the quarterly and annual management's discussion & analyses;
iii) the quarterly and annual press releases;
iv) any additional press releases which contain financial information;
v) the Annual Report;
vi) the Annual Information Form;
vii) significant adjustments resulting from the external audit.

b) The Committee shall examine the presentation and impact of significant risks and key management estimates and judgments that may have a material impact on the Corporation's financial reporting.

c) The Committee shall review the adequacy of the Corporation's financial reporting and internal accounting controls prior to endorsement by the Board.

d) The Committee shall periodically meet with management, the internal auditor, and the external auditors to review internal accounting controls, audit results, and accounting principles and practices.

e) The Committee shall ensure that the Director/Manager of Internal Audit has the right of direct access to the chair of the Committee.

f) The Committee shall consider the major findings of internal investigations and management's response.

External Auditors

- The Committee is to consider the appointment of external auditors, the external audit fee, and any questions of resignation or dismissal for recommendation to the Board.

- The Committee is to review the nature and scope of the audit, the cost effectiveness, independence and objectivity of the auditors.

- The Committee is to approve and review a policy regarding certain permitted audit, audit-related and tax services to be provided to the Corporation or its subsidiary entities by the external auditor. Such policy also sets out certain prohibited non-audit services and a procedure for the approval of any other permitted service not pre-approved by therein.

- The Committee is to discuss problems and reservation arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary).

- The Committee is to review the external auditors' management letter and management's response.

Whistleblower Procedures

The Committee is to review and approve procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Hiring of Former/Present External Auditor Partners and Employees

The Committee is to review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

Authority to Engage Advisors

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Committee, and to communicate directly with the internal and external auditors.