

**MANITOBA TELECOM SERVICES INC.
DECLARATION AS TO COMMON SHARES**

- A. Prior to any subscription for voting shares ("Common Shares") being accepted by MANITOBA TELECOM SERVICES INC. (the "Corporation") and any registration of a transfer of Common Shares being made or recorded in the securities register of the Corporation, and in certain other circumstances, the Corporation may require this Declaration to be completed and submitted by or on behalf of the subscriber or transferee or registered holder, as the case may be.
- B. If the Declarant is not also the subscriber or the transferee or the registered holder and the beneficial owner referred to in paragraph 2 below, the Declarant must make reasonable inquiries of the subscriber or the transferee or the registered holder and the beneficial owner to confirm that the statements made in this Declaration as they pertain to the subscriber or the transferee or the registered holder and the beneficial owner are true.
- C. If the Declarant is signing on behalf of a corporation, partnership, association, trust or other organization, he or she must be an authorized officer or partner or other duly authorized representative thereof.
- D. All statements set out in this Declaration must be completed.

**TO: MANITOBA TELECOM SERVICES INC.
C/O COMPUTERSHARE TRUST COMPANY OF CANADA
600, 530 – 8th Avenue SW
Calgary, Alberta T2P 3S8**

In response to a request made by the Corporation to facilitate compliance with the restrictions on the transfer and ownership of, and the exercise of voting rights attaching to, the Common Shares of the Corporation pursuant to the articles of the Corporation (the "Articles") and in connection with the registration of _____ Common Shares held by or to be registered as follows:

Name of Subscriber or Transferee or Registered Holder: _____
Address of Subscriber or Transferee or Registered Holder: _____

the undersigned Declarant hereby declares that, within the meaning of the definitions contained in the Articles, as summarized on the second page of this form, as at the date hereof:

- 1. The above subscriber or transferee or registered holder is (check one):
 - a resident of Canada
 - a non-resident of Canada.
- 2. The beneficial owner of the Common Shares held by the above registered holder or to be registered in the name of the above subscriber or transferee (if different from the above registered holder or subscriber or transferee) is (check one):
 - a resident of Canada
 - a non-resident of Canada.
- 3. None of the above subscriber, transferee, registered holder and beneficial owner is a government or an agency of any government, other than the Province of Manitoba and its agents.
- 4. The number of Common Shares of the Corporation beneficially owned, other than by way of security only, by the subscriber or by the transferee or by the registered holder or by the beneficial owner referred to in paragraph 2 above and his or her associates, after giving effect to this transaction, does not exceed 20% of the issued and outstanding voting shares of the Corporation.
- 5. Attached hereto is a list of the names and addresses of the beneficial owner referred to in paragraph 2 above and his or her associates.

If the Declarant is not also the subscriber or transferee or registered holder of the Common Shares, the Declarant hereby further declares that he or she has requested and has received the authority of the subscriber or transferee or registered holder to make this Declaration on his or her behalf.

DATE: _____

(Signature of Declarant)

(Print Name of Declarant, and Title if applicable)

(Print Name of Institution represented by Declarant, if applicable)

(Print Address of Declarant)

(_____)
(Telephone Number of Declarant)

DEFINITIONS AND INTERPRETATION

Definitions

1. **"associate"** when used to indicate a relationship with any person means:
 - (a) a body corporate of which that person beneficially owns or controls, directly or indirectly, shares or securities currently convertible into shares carrying more than ten percent of the voting rights under all circumstances or by reason of the occurrence of an event that has occurred and is continuing, or a currently exercisable option or right to purchase such shares or such convertible securities;
 - (b) a partner of that person acting on behalf of the partnership of which they are partners;
 - (c) a trust or estate in which that person has substantial beneficial interest or in respect of which that person serves as a trustee or in a similar capacity;
 - (d) a spouse or child of that person;
 - (e) a relative of that person or of that person's spouse if that relative has the same residence as that person; or
 - (f) a person with whom that person has entered into an agreement or arrangement, other than only by the granting of a proxy, under which they agree to act or do act in concert, whether by active participation or passive consent, with respect to any of their interests, direct or indirect, in the corporation.
2. **"beneficial owner"** means, in respect of a security, a person who beneficially owns or controls the security, either directly or indirectly through a trustee, legal representative, agent or other intermediary, and whether or not such person is also the registered owner of the security; and "beneficially own" and "beneficially owned" have corresponding meanings.
3. **"foreign government"** means the government of a foreign state or of a political subdivision of a foreign state;
4. **"group of associated persons"** means a group of persons, each of which is an associate of one or more of the other of them;
5. **"holder"** or **"registered holder"** means a person who is registered on the securities register of a body corporate as the owner of securities;
6. **"non-resident of Canada"** means:
 - (a) an individual, other than a Canadian citizen, who is not ordinarily resident in Canada;
 - (b) a body corporate incorporated, formed or otherwise organized elsewhere than in Canada;
 - (c) a foreign government or its agent;
 - (d) a body corporate that is controlled directly or indirectly by a non-resident of Canada described in (a), (b) or (c) above;
 - (e) a trust in which non-residents of Canada described in any of (a) to (d) above have more than fifty percent of the beneficial interest;
 - (f) a body corporate of which the majority of the directors, or persons acting in a capacity similar to that of a corporate director, are non-residents of Canada described in (a) above; or
 - (g) a body corporate that is controlled directly or indirectly by a trust described in (e) above.
7. **"resident of Canada"** means an individual, body corporate, government or agency thereof or trust that is not a non-resident of Canada.
8. **"voting common share"** means a share of the corporation the holder of which is entitled to receive notice of and attend and vote at meetings of shareholders, to receive any dividend declared by the corporation and to share in the distribution of the assets of the corporation upon dissolution subject to the rights, privileges, and conditions attaching to any other class of shares of the corporation ranking in priority thereto;
9. **"voting share"** means a share of the corporation the holder of which is entitled to receive notice of and attend and vote at meetings of shareholders, to receive any dividend declared by the corporation and to share in the distribution of the assets of the corporation upon dissolution subject to the rights, privileges and conditions attaching to any other class of shares of the corporation ranking in priority thereto.

Interpretation

For the purposes hereof, a person controls a security if the person has the power to sell or direct the sale of the beneficial ownership of the security without being under an obligation to obtain consent or direction from any other person in respect of the sale.

For the purposes hereof, if securities are held by a person

- (a) by way of security only; or
- (b) as part of a portfolio of securities that is managed by that person without beneficial interest therein;

pursuant to a contract or arrangement under which that person has the right to sell or to direct the sale of the securities without being under an obligation to obtain consent or directions in respect of the sale of the securities from the person who in the absence of the contract or arrangement would be the beneficial owner of the securities, then for the purposes hereof,

- (c) the beneficial owner of the securities does not cease to be their beneficial owner by reason only of the contract or arrangement; and
- (d) the person holding the securities by way of security only or as part of a managed portfolio of securities without beneficial interest therein does not become the beneficial owner of the securities by reason only of the contract or arrangement;

and a person does not cease to be the beneficial owner of securities by reason only that the securities cannot be sold without obtaining consent or directions from a court or public body or public official in respect of the sale.

SAMPLE

MANITOBA TELECOM SERVICES INC. – SAMPLE
DECLARATION AS TO COMMON SHARES

- A. Prior to any subscription for voting shares ("Common Shares") being accepted by MANITOBA TELECOM SERVICES INC. (the "Corporation") and any registration of a transfer of Common Shares being made or recorded in the securities register of the Corporation, and in certain other circumstances, the Corporation may require this Declaration to be completed and submitted by or on behalf of the subscriber or transferee or registered holder, as the case may be.
- B. If the Declarant is not also the subscriber or the transferee or the registered holder and the beneficial owner referred to in paragraph 2 below, the Declarant must make reasonable inquiries of the subscriber or the transferee or the registered holder and the beneficial owner to confirm that the statements made in this Declaration as they pertain to the subscriber or the transferee or the registered holder and the beneficial owner are true.
- C. If the Declarant is signing on behalf of a corporation, partnership, association, trust or other organization, he or she must be an authorized officer or partner or other duly authorized representative thereof.
- D. All statements set out in this Declaration must be completed.

TO: MANITOBA TELECOM SERVICES INC.
C/O COMPUTERSHARE TRUST COMPANY OF CANADA
600, 530 – 8th Avenue SW
Calgary, Alberta T2P 3S8

NOTE: The name of the new Registered Holder on this form must appear exactly as it appears on the Securities Transfer Form.

Indicate the number of COMMON shares being transferred. Please indicate "Any & All Unissued Shares" for DRIP shares.

In response to a request made by the Corporation to facilitate compliance with the restrictions on the transfer and ownership of, and the exercise of voting rights attaching to, the Common Shares of the Corporation pursuant to the articles of the Corporation (the "Articles") and in connection with the registration of _____ Common Shares held by or to be registered as follows:

Name of **Subscriber or Transferee or Registered** Holder: _____
Address of **Subscriber or Transferee or Registered** Holder: _____

Enter the name and address of the NEW registered holder

the undersigned Declarant hereby declares that, within the meaning of the definitions contained in the Articles, as summarized on the second page of this form, as at the date hereof:

Indicate if the NEW registered holder is a resident or a non-resident of Canada

The above subscriber or transferee or **registered holder** is (check one):
 a resident of Canada
 a non-resident of Canada.

Registered holder is the controller of the shares - ie: John Smith or John Smith In Trust for Jane Smith – John Smith is the registered holder

Indicate if the Beneficial Holder is a resident or a non-resident of Canada

2. The **beneficial** owner of the Common Shares held by the above registered holder or to be registered in the name of the above subscriber or transferee (if different from the above registered holder or subscriber or transferee) is (check one):
 a resident of Canada
 a non-resident of Canada.

Beneficial owner is the person who owns the shares -ie: John Smith – John Smith is the beneficial owner. John Smith In Trust For Jane Smith – Jane Smith is the beneficial owner

- 3. None of the above **subscriber, transferee, registered holder and beneficial owner** is a government or an agency of any government, other than the Province of Manitoba and its agents.
- 4. The number of Common Shares of the Corporation beneficially owned, other than by way of security only, by the subscriber or by the transferee or by the registered holder or by the beneficial owner referred to in paragraph 2 above and his or her associates, after giving effect to this transaction, does not exceed 20% of the issued and outstanding voting shares of the Corporation.
- 5. Attached hereto is a list of the names and addresses of the beneficial owner referred to in paragraph 2 above and his or her associates.

If the Declarant is not also the subscriber or transferee or registered holder of the Common Shares, the Declarant hereby further declares that he or she has requested and has received the authority of the subscriber or transferee or registered holder to make this Declaration on his or her behalf.

DATE:

(Signature of Declarant)

(Print Name of Declarant, and Title if applicable)

(Print Name of Institution represented by Declarant, if applicable)

(Print Address of Declarant)

()
(Telephone Number of Declarant)