



Remarks for Annual Public Meeting

Alana McPhee, Acting Board Chair
Canada Lands Company Limited
April 14, 2010

Thank you very much, Gordon.

Ladies and gentlemen, on behalf of Canada Lands Company Limited (or as we say, CLCL), welcome to our second annual public meeting.

I'd like to use my time today to talk briefly about governance at CLCL during 2009-2010 and share some information about how the company's board works.

Ever since its reactivation in 1995, strong corporate governance has been a vital ingredient in CLCL's success.

As in previous years, rather than remain complacent, the board took steps during 2009-2010 to strengthen its governance practices, including commissioning an independent evaluation of the board structure.

The results were positive, and indicated that, in terms of governance, CLCL remains a leader among its peer Crown corporations. The results also indicated that the relationship between the Board of Directors and Management is very strong, and that a strong climate of confidence exists.

We plan to follow up with our shareholder regarding the recommendations made by the author of the independent evaluation. We feel the recommendations represent useful ideas that are relevant to the governance of Crown corporations generally, and not only to CLCL's particular circumstances.

The fiscal year just ended brought some notable changes to the board. We bid a warm farewell in 2009 to Marc Rochon, with deep thanks and appreciation for his service as CLCL's three-term Chairman of the Board.

Marc's professional background enabled him to make important ongoing contributions to CLCL's performance and overall governance regime. These contributions will be long remembered, as they amply demonstrate the wisdom and clarity of vision that Marc brought to his post.

The Government of Canada's search for a new chair is underway, and we anticipate the new chair being in place soon. For now, in keeping with the terms of reference of the governance committee, until such time as a new chair is confirmed, the board member who acts as head of the board's governance committee shall serve as an acting chair.

That's why I am acting chair, in my capacity as head of the governance committee. I have enjoyed serving in this position, and I look forward to welcoming the new chair.

In 2009-2010, the board welcomed Clint Hames as a new director, and thanked departing board member Ernest Yee for his service to CLCL.



Also, four individuals' terms as board members were renewed this past year. These were: Michael Evans (to November 2013); Lloyd Fogler (to March 2013); Louise Pelletier (to November 2013), and myself (to January 2014).

I'd like to take a few minutes to talk about our four board committees, their rules and how they contribute to the company's success.

All of the board's committees are composed of not less than three directors, all of whom are neither officers nor employees of the company or any of its affiliates (except for the President and CEO where applicable).

There are four board committees – governance, human resources, audit and investment.

The board may delegate various duties to the various committees. However, each committee remains under the direction of the board – and each committee's ultimate responsibility is to report back to the board and, where necessary, seek its approval.

Let's look at the governance committee.

The main objective of the governance committee is to optimize the effectiveness of the board in directing and managing the business and affairs of the company. The committee achieves this by continually reviewing and striving to improve the board's corporate governance processes, guidelines, structures and practices – and making recommendations to the board on the same.

Now I will ask my fellow Board Member, Michael Evans, Chair of the human resources committee, to provide a short explanation of the mandate of this committee.

Michael.

MICHAEL EVANS PROVIDES THE FOLLOWING INFORMATION:

The human resources committee has the mandate to review, report and, when appropriate, provide recommendations to the board of directors regarding human resources matters of the company. The committee ensures that appropriate corporate policies and programs relating to human resources are in place, so that the company can attract and retain the quality of personnel required to meet the company's business objectives.

Thank you, Michael.

Next, I'd like to ask another fellow Board Member of mine, Wayne MacIntosh, who chairs the audit committee to explain its mandate.

Wayne.



WAYNE MACINTOSH DELIVERS THE FOLLOWING INFORMATION:

The audit committee advises the board on the soundness of the financial management of the company. It also assists the board in overseeing internal control systems, financial reporting, risk management and the audit process.

In the case of the company undergoing a special examination, the committee reviews and approves the plan for special examination and reviews the report of the findings of the examiner on completion. The committee also advises and makes recommendations to the board of directors with respect to the findings.

Thank you, Wayne.

I will now ask Louise Pelletier, who chairs our investment committee, to run through its brief mandate.

Louise.

LOUISE PELLETIER PROVIDES FOLLOWING INFORMATION:

The investment committee provides advice and guidance to management on major projects identified by the board from time to time.

This past fiscal year, the committee has been actively involved in the following Toronto projects: operations of the CN Tower, the development of the vacant lands at the base of the CN Tower, operation of the Metro Toronto Convention Centre Complex (MTCCC) and the company's refinancing of it; and Montréal's New Harbourfront initiative.

Thank you, Louise.

I'd now like to thank each one of my fellow board members for participating in today's event. If you are watching this meeting via our clc.ca website, feel free to click on the "Learn More About CLC" link and then open the board of directors' page to obtain more information about the board and the background of its members.

In closing, I'd like to note the presence here today of the CLC senior management team. I would like to pass on the board's sincere thanks to all employees and all senior managers for their hard work during 2009-2010.

Your efforts have always been the basis of the company's success. Thank you for your energy. Thank you for everything that you are doing.