

Gerald S. Blackman, B.Com, CA, CBA, CFE

Biographical Sketch

Education and Professional Designations	Concordia University Bachelor of Commerce (1965) Chartered Accountant (CA) Canadian Institute of Chartered Accountants (1971) Order of Chartered Accountants of Quebec (1971); Institute of Chartered Accountants of Ontario (1977) Certified Business Appraiser (CBA) The Institute of Business Appraisers, Inc. (1994) Certified Fraud Examiner (CFE) Association of Certified Fraud Examiners (1995)
Professional Affiliations	Member The Certified Public Accountants Association of Ontario (1978) Affiliate American Society of Appraisers (1992)
Professional Experience	MNP LLP, Chartered Accountants and Business Advisors, Montreal Partner (2011 to present) Wise, Blackman LLP, Business Valuators and Forensic Accountants, Montreal (Formerly, Richard Wise & Partners) Partner (1995 to 2011) Appel & Partners, Chartered Accountants, Montreal Principal-in-Charge of Business Valuation and Financial Litigation (1992-1995) Richard Wise & Associates, Consultants in Business Valuation and Financial Litigation, Montreal Partner (1987-1991) Richter, Wise & Associates, Consultants in Business Valuation and Financial Litigation, Montreal Partner (1985-1986) Thorne Riddell (currently KPMG), Public Accountants and Auditors, Montreal Business Valuation Consultant (1983-84) Touche Ross & Co. (currently Deloitte), Public Accountants and Auditors, Montreal Auditor (1969-1972)
Business Experience	Laurentide Systems Inc., Manufacturer of Accounting Systems, Montreal President (1979-1983) Superior Business Machines Ltd., National Distributor of Office Equipment, Montreal Controller (1972-1979) Celanese Canada Ltd., Multi-Plant Chemical and Textile Manufacturer, Montreal Financial Analyst (1965-1969)

Lecturing Position	Concordia University, M.B.A. Programme (Graduate Business School) — Business Valuation (1985-1989)
Other Professional Involvement	<p>Member, Editorial Review Board, <i>Guide to Canadian Business Valuations</i>, Carswell Thomson Professional Publishing, by Richard M. Wise, with Jay E. Fishman and Shannon P. Pratt (1995-1996)</p> <p>Program Organizing Committee, Skills Day, Federation of Law Societies of Canada/Canadian Bar Association — National Family Law Program (Calgary, 1990)</p>
Articles and Presentations	<p>"Due Diligence for Determining the Value of the Acquisition", <i>M&A Valuation for CFOs</i>, Federated Press (Toronto, 2002)</p> <p>"Assessing Financial Viability", <i>Business Valuation for CFOs</i>, Federated Press (Toronto, 1999)</p> <p>"The Art of Valuing a Legal Practice", co-authored, <i>Money & Family Law</i>, Richard de Boo Publishers (November 1995, Vol. 10, No. 11), pp. 85-88</p> <p>"The Use of Regression Analysis in Quantifying Damages", <i>The Balance Sheet</i>, The Investigative and Forensic Accounting Interest Group — The Canadian Institute of Chartered Accountants (March 1995), pp. 5-10</p> <p>"Buying a Business", <i>The Globe and Mail</i> (September 12, 1994), pp. B3</p> <p>"Buy-Sell Agreement: Important Elements to Consider", <i>Business and the Law</i>, Carswell Thomson Professional Publishing (December 1993, Vol. 10, No. 10), pp. 78-80</p> <p>"What You Should Look For in a Valuation Report", <i>Money & Family Law</i>, Richard de Boo Publishers (November 1992, Vol. 7, No. 11), pp. 81-83</p> <p>"Perquisites and Their Impact in Matrimonial Matters", <i>Money & Family Law</i>, Richard de Boo Publishers (May 1990, Vol. 5, No. 5), pp. 33-36</p> <p>"What a Lawyer Should Know About Business Valuation", Federation of Law Societies of Canada/Canadian Bar Association — National Family Law Program (Calgary, 1990)</p> <p>"Basic Facts About Buy/Sell Agreements", Montreal Insurance Agents and Brokers, October 1989</p>
General	<p>Has specialized in business and securities valuation and financial litigation for over twenty-eights years and has rendered valuation-related professional services in such areas as:</p> <ul style="list-style-type: none"> • Corporate reorganizations/acquisitions; • Expropriation; • Fairness opinions; • Fair value measurement of intangible assets; • Family law; • Forensic accounting; • Going-private, issuer bids and insider bids; • Going public; • Income tax and capital gains; • Insurance claims; • Minority shareholder appraisal rights; • Personal injury, wrongful dismissal; • Product liability; • Purchase price allocation; • Quantification of economic damages; • Sale or purchase of a business; • Shareholder or partner oppression; • Transfer pricing; • Trespass and conversion; and • Valuation for commercial, corporate and professional purposes.

General (cont'd)

Has participated in the valuation of shares and business interests of over 800 private and public companies in a variety of industries such as:

- Airlines;
- Automotive;
- Broadcasting/Satellite;
- Distribution;
- Entertainment;
- Fast food operations;
- Fitness centres;
- Hotels;
- Insurance;
- Internet .coms;
- Natural resources;
- Pharmaceuticals;
- Professional practices;
- Restaurants;
- Shipping;
- Stevedoring;
- Transportation;
- Waste disposal;
- Wines and spirits.
- Apparel;
- Biotechnology;
- Computers and software;
- Electronics;
- Executive placement;
- Financial institutions;
- Food processing & distribution;
- Hydro electric;
- Intermodal shipping;
- Loyalty/Rewards
- Manufacturing;
- Petroleum distribution;
- Printing and publishing;
- Real estate;
- Retailing;
- Shopping centres;
- Telecommunications;
- Travel agencies; and
- Wholesaling.

Has participated in the preparation of Feasibility Study/Technical Reports in connection with various security commission filings.

Has testified as an expert in over forty cases before the Quebec Superior Court, the Superior Court of Ontario and the Court of Queen's Bench of New Brunswick in valuation/financial litigation matters and has appeared before representatives of the Court of Queen's Bench for Saskatchewan.

Has extensive business experience in all financial areas as well as marketing and manufacturing.

Has been involved directly in the acquisition of numerous business enterprises.