

AN AGREEMENT IN RESPECT OF SALE & VOTING CONDITIONS
OF SHARES OF UNITED MILLING & GRAIN COMPANY LIMITED, AS
OWNED BY G. AYLING, A. HIGGINBOTTOM, E. STONE and HARRY
SEIDELMAN.

This agreement is in three parts; Part(1) deals with the sale at a minimum price of all shares of all the signatories to this agreement and will remain in force until December 31st 1945. Part(2) deals with the sale of the shares of any one or more than one of the signatories to this agreement. Part(3) deals with the voting action of each signatory to this agreement. Parts(2) & (3) to remain in force as long as the signatories to this agreement hold their shares in the United Milling and Grain Co. Ltd.

Part(1): We the undersigned, George Henry Ayling, Robert Arthur Higginbottom, John Edward Stone, and Harry Seidelman, who are the owners of certain preferred and common shares in the United Milling and Grain Co., Ltd of Vancouver, B.C. do hereby covenant one with the other to sell said shares jointly for a price of not less than \$90,000, Payment to be made to each of us in an amount equal to one fourth($\frac{1}{4}$) of the sum received for the shares as owned by the signatories to this document, provided, however, that Donald MacRae and John Landon Vallie are given the same opportunity to sell the shares of the United Milling and Grain Co. Ltd., which they own in their own right, at a price to each of them that would be not more nor less than one fourth($\frac{1}{4}$) of the total amount as received for all shares as owned by all the undersigned.

Part(2). We the undersigned, as aforesaid do covenant one with the other not to sell or offer for sale or dispose of any or all of preferred and/or common shares that each of us own in the United Milling and Grain Co. Ltd. without the consent in writing of all the signatories to this agreement.

Part(3). We the undersigned, as aforesaid, do hereby covenant one with the other not to vote our shares or take any action whatsoever that would be discriminatory against any one or more than one of the signatories to this document.

In case of death or mental incapacity of said signatories this agreement will be binding on our heirs, assigns, trustees and/or executors.

We set our hand and seal this 10th day of January 1945.

R A Higginbottom

G H Ayling

J E Stone