

TELECOMMUNICATIONS LICENSE AMENDMENT AGREEMENT

THIS TELECOMMUNICATIONS LICENSE AMENDMENT AGREEMENT dated the 31st day of March, 2014

BETWEEN:

3683249 CANADA INC.
a company incorporated under the laws of Canada

(the "Owner")

AND:

TELUS COMMUNICATIONS INC.
a corporation incorporated under the laws of Canada

(the "Licensee")

WHEREAS:

- A. By a telecommunications license agreement dated the 10th day of November, 2004, (the "License"), the Owner licensed to the Licensee for and during a term of 5 years, expiring on the 31st day of October, 2009, certain premises as more particularly described in the License, located at 181 Queen Street, in the City of Ottawa, in the Province of Ontario.
- B. By a telecommunications license amendment agreement dated the 31st day of July, 2009, certain terms of the said licence were amended as more particularly set out therein (the said telecommunications licence agreement and the telecommunications license amendment agreement hereinafter collectively called the "Licence").
- C. Capitalized terms used in this agreement have the same meanings as are respectively ascribed thereto in the License, except as herein otherwise expressly provided.
- D. The parties hereto desire to amend certain provisions of the License:

NOW THEREFORE THIS TELECOMMUNICATIONS LICENSE AMENDMENT AGREEMENT WITNESSES that in consideration of the sum of \$10.00 now paid by each party hereto to the other (the receipt and sufficiency whereof is hereby acknowledged), the parties hereto covenant and agree that the License be and the same is hereby amended effective the 1st day of November, 2014 (the "Effective Date") as follows:

- 1. Section 3.2 "Option to Renew" is hereby deleted.
- 2. Section 12.01 (b) Notices is hereby deleted, and the following is substituted therefor:

"12.01 (b) Notices – Any Notice pursuant to this Agreement shall be given in writing and personally served or sent by facsimile or registered mail, and addressed or sent as specified below:

(b) If to the Licensee:
25 York Street, 22nd Floor
Toronto, Ontario M5J 2V5

Attention: Manager, Building Access
Facsimile: 416.496.6893
Telephone: 416.496.6893"

- 3. The first paragraph of Schedule F is hereby deleted and the following is substituted therefor:

"The Term of this Agreement is for 15 years commencing on the Commencement Date."

4. The second paragraph of Schedule G is hereby deleted and the following is substituted therefor:

"November 1, 2004 to October 31, 2009

The Licensee shall pay to the Owner an annual License Fee in the amount of \$500.00, excluding GST. The License Fee for the initial Term as set forth in Schedule F shall be payable in advance on the Commencement Date.

November 1, 2009 to October 31, 2014

The Licensee shall pay to the Owner an annual License Fee in the amount of \$600.00, excluding GST. The License Fee for the period from November 1, 2009 to October 31, 2014 shall be payable annually in advance commencing November 1, 2009.

November 1, 2014 to October 31, 2019

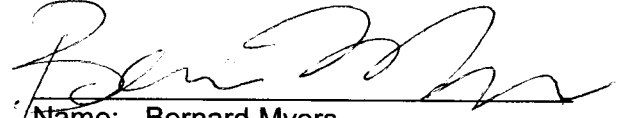
The Licensee shall pay to the Owner an annual License Fee in the amount of \$660.00, excluding GST. The License Fee for the period from November 1, 2014 to October 31, 2019 shall be payable annually in advance commencing November 1, 2014."

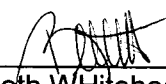
License Remains in Force - Except with respect to the amendments contained herein, all other terms and conditions contained in the License shall remain unamended and in full force and effect.

Binding Effect - This agreement shall enure to the benefit of and be binding upon the successors and assigns of the Owner and the heirs, executors and administrators and the permitted successors and assigns of the Licensee.

IN WITNESS WHEREOF the parties hereto have executed this agreement as of the date first above written.

**OWNER:
3683249 CANADA INC.
by its agent Morguard Investments Limited**

By: 
Name: Bernard Myers
Title: Authorized Signatory c/s

By: 
Name: Beth Whitehead
Title: Authorized Signatory

We have authority to bind the corporation

**LICENSEE:
TELUS COMMUNICATIONS INC.**

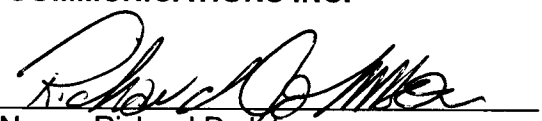
WITNESS to signature of Licensee:

Signature: 

Print Name: ROBERT BEATTY

Address: _____

Occupation: AVP, BUILDING ACCESS

By: 
Name: Richard D. Johnson
Title: Manager, Building Access c/s

By: _____
Name:
Title:

I/We have authority to bind the corporation