

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE GLOBE AND MAIL INC./PUBLICATIONS GLOBE AND MAIL INC.**

CTVglobemedia Publishing Inc. Employees' Retirement Plan

WHEREAS prior to December 31, 2010, CTVglobemedia Publishing Inc. (the "Company") maintained the CTVglobemedia Publishing Inc. Employees' Retirement Plan (the "Plan");

AND WHEREAS pursuant to Section 15.01 of the Plan, the Company has the right to amend the Plan;

AND WHEREAS the Company's name was changed effective December 31, 2010, to "The Globe and Mail Inc./Publications Globe and Mail Inc.";

AND WHEREAS the Company wishes to amend the Plan to reflect the new corporate name;

NOW THEREFORE BE IT RESOLVED THAT, effective December 31, 2010:

1. The name of the Plan is changed to "The Globe and Mail Employees' Retirement Plan".

2. Section 1.01 of the Plan is deleted and replaced as follows:

"1.01 The Plan

This document constitutes The Globe and Mail Employees' Retirement Plan."

3. Section 2.11 of the Plan is deleted and replaced as follows:

"2.11 "Company" shall mean The Globe and Mail Inc./Publications Globe and Mail Inc. and any successor corporation, whether by amalgamation, merger or otherwise."

4. Section 2.32 of the Plan is deleted and replaced as follows:

"2.32 "Plan" shall mean The Globe and Mail Employees' Retirement Plan, as stated herein in its entirety, and any subsequent amendments hereto."

AND BE IT FURTHER RESOLVED THAT Erin Adams is authorized, empowered and directed to execute and deliver all documents, amendments and instruments and to take all other such action as may be appropriate and requisite for the purpose of carrying into effect the foregoing resolution, including

revising the restatement to correct typographical errors or as necessary to register of the restatement with the applicable regulatory authorities.

CERTIFIED to be a true and complete copy of a resolution passed by the Board of Directors on the 24th day of January, 2011, and that said amendment continues to be of full force and effect, unamended, as of the date hereof.

DATED as of this 24 day of January, 2011.



Sue Gaudi
Vice President and General Counsel , Corporate Secretary