



**CANADIAN
PACIFIC
RAILWAY**

Employee Share Purchase Plan – Enrollment/Change Form

I hereby acknowledge that I have received and read the Canadian Pacific Employee Share Purchase Plan (ESPP) Terms & Conditions, a copy of which may be obtained by calling CPR's HR Service Centre Canada at 1-866-319-3900 HR Service Centre US at 1-800-243-0013.

I understand that if I make more than one sale or withdrawal during a calendar year that I will be suspended from contributing to the Plan for six months.

I understand that if I sell or withdrawal any Restricted shares prior to the vesting date that I will forfeit any associated shares purchased with CPR's contribution.

I understand that by signing this form I am providing Solium Capital (Solium) with personal information including my home address, preferred language, SIN/SSN, and employment status. I also understand that by signing this form I am authorizing CPR to provide my vesting status and other personal information as may be necessary for the administration of my participation in the ESPP to Solium, the Plan Administrator. I agree and understand that CPR and the Plan Administrator and their agents are collecting, using and disclosing the personal information provided by me, a CPR employee, for the purpose of administering CPR's Share Purchase Plan.

Please call the Solium Call Centre at 1-877-380-7793 if you need assistance in completing this form.

**Employee Share Purchase Plan
Enrolment/Change Form**

Employee Information (Required)

Name:		
Last: _____	First: _____	Contact Phone Number: _____
Employee Number: _____		Social Insurance Number/Social Security Number: _____
Mailing Address:		
Street: _____		Apt #: _____
City: _____	Province/State: _____	Postal/Zip Code: _____
Language Preference:		Enrolling in Plan:
<input type="checkbox"/> English <input type="checkbox"/> French		<input type="checkbox"/> Canada <input type="checkbox"/> U.S.A.
Employee Status:		
<input type="checkbox"/> New Participant <input type="checkbox"/> Current Participant		
Verification Word:		
Is this your mother's maiden name? Yes No		
If no, please define your verification word: _____		
<p>I hereby acknowledge that I have received, read and understand the Solium Participant Account Agreement and the terms and conditions that govern my access and current and future use of my account(s) with Solium including any transactions conducted by me using Solium's administration platform.</p> <p>Please also note: Solium's privacy policy complies with the federal government's Personal Information Protection and Electronic Documents Act (PIPEDA) and the provincial government's Personal Information Protection Act (PIPA). PIPEDA incorporates the ten privacy protection principles that form the Canadian Standards Act (CSA), which has been entitled the Model Code for the Protection of Personal Information. The CSA deals with the rights of individuals to have access to their personal information and to have it corrected if necessary, as well as the ways in which an organization collects, uses and discloses personal information. This privacy policy supplements Participant Account Agreement. For further details on the Solium Capital Inc. Privacy Policy, please visit www.solium.com/html/privacy_policy.html or request a copy by contacting Solium at 1-877-380-7793.</p>		
Employee Signature: _____		Date Signed (Year/Month/Day): _____

Desired Contribution Level

<input type="checkbox"/> I hereby authorize my employer to begin or resume payroll deductions from my Eligible Earnings according to the percentage level of contribution indicated below (circle one only):
1% 2% 3% 4% 5% 6%

Suspend Contribution

<input type="checkbox"/> I wish to suspend my payroll deductions but remain in the Plan. I understand that I will be subject to a six-month waiting period before I can begin contributing to the Plan again.
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Plan Administration Use Only	
Date Received: _____	Acknowledged by: _____
Please fax this form to 1-403-515-3919 OR mail to: Solium Capital Inc. 710, 805-8 th Avenue SW Calgary, AB T2P 1H7	