

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws. Accordingly, except as permitted by the Underwriting Agreement (as defined herein) and pursuant to an exemption from the registration requirements of the 1933 Act and state securities laws, these securities may not be offered, sold or delivered within the United States of America (the "United States") and this short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Superior Plus Corp. at Suite 1400, 840 - 7th Avenue S.W., Calgary, Alberta, T2P 3G2, Telephone (403) 218-2951 and are also available electronically at www.sedar.com.

Short Form Prospectus

New Issue

July 15, 2013



\$80,000,000

6.00% Convertible Unsecured Subordinated Debentures

This short form prospectus qualifies the distribution of \$80,000,000 aggregate principal amount of 6.00% convertible unsecured subordinated debentures (the "**Debentures**") of Superior Plus Corp. ("**Superior**" or the "**Corporation**") at a price of \$1,000 per Debenture (the "**Offering**"). The Debentures bear interest at an annual rate of 6.00% payable semi-annually in arrears on June 30 and December 31 in each year commencing December 31, 2013. The maturity date of the Debentures will be June 30, 2019 (the "**Maturity Date**").

Debenture Conversion Privilege

Each Debenture will be convertible into common shares of the Corporation ("**Common Shares**") at the option of the holder at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Corporation for redemption of the Debentures, at a conversion price of \$16.75 per Common Share, subject to adjustment in certain events (the "**Conversion Price**").

The outstanding Common Shares, 5.75% convertible unsecured subordinated debentures (the "**5.75% Debentures**"), 6.00% convertible unsecured subordinated debentures (the "**6.00% Debentures**"), the 7.50% convertible unsecured subordinated debentures (the "**7.5% Debentures**") and the 7.50% convertible unsecured subordinated debentures issued in 2011 (the "**7.5% Debentures (2011)**") of the Corporation are listed on the Toronto Stock Exchange (the "**TSX**") under the symbols "SPB", "SPB.DB.E", "SPB.DB.F", "SPB.DB.D" and "SPB.DB.G", respectively. The TSX has conditionally approved the listing of the Debentures and the Common Shares issuable on conversion, redemption or maturity of the Debentures on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX on or before October 4, 2013. On July 12, 2013, the closing price of the Common Shares on the TSX was \$12.68 per Common Share.

	<u>Price to Public</u>	<u>Underwriters' Fee⁽¹⁾</u>	<u>Net Proceeds to Superior⁽²⁾⁽³⁾</u>
Per Debenture.....	\$1,000	\$37.50	\$962.50
Total ⁽³⁾	\$80,000,000	\$3,000,000	\$77,000,000

Notes:

- (1) The Underwriters' Fee represents 3.75% of the offering price of the Debentures.
- (2) Before deducting expenses of this Offering, estimated to be \$300,000. See "Plan of Distribution".
- (3) Superior has granted to the Underwriters an option (the "**Over-Allotment Option**") to purchase up to 15% of the principal amount of the Debentures issued at a price of \$1,000 per Debenture (plus accrued interest from the initial closing of the Offering to the closing of the Over-Allotment Option) on the same terms and conditions as the Offering of the Debentures, exercisable in whole or in part, at the sole discretion of the Underwriters at any time up until 30 days after the closing of the Offering for the purposes of covering the Underwriters' over-allocation position. Debentures issuable upon exercise of the Over-Allotment Option will be issued on the later of closing of the Offering and two business days following exercise of such option. If the Over-Allotment Option is exercised in full, the "Price to the Public", "Underwriters' Fee" and "Net Proceeds to Superior" (before deducting expenses of the Offering) will be \$92,000,000, \$3,450,000 and \$88,550,000, respectively (excluding accrued interest paid in respect of such Debentures). See "Plan of Distribution". This short form prospectus also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Debentures pursuant to the exercise of the Over-Allotment Option. See "Plan of Distribution".

A purchaser who acquires Debentures forming part of the Underwriters' over-allocation position acquires those Debentures under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Underwriters' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	12,000 Debentures	Up until 30 days after the closing of the Offering	\$1,000 per Debenture plus accrued interest

Scotia Capital Inc. and TD Securities Inc. as co-lead underwriters, on their own behalf and on behalf of BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc. and Cormark Securities Inc. (collectively, the "**Underwriters**"), as principals, conditionally offer the Debentures, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the underwriting agreement referred to under "Plan of Distribution" and subject to approval of certain legal matters on behalf of the Corporation by Norton Rose Fulbright Canada LLP and on behalf of the Underwriters by Dentons Canada LLP. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The closing of this offering is expected to occur on or about July 22, 2013 (the "**Closing Date**").

Certificates for the aggregate principal amount of the Debentures will be issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**") and will be deposited with CDS on the Closing Date. No certificates evidencing the Debentures will be issued to purchasers, except in certain limited circumstances, and registration will be made in the depository service of CDS. Purchasers of the Debentures will receive only a customer confirmation from the Underwriter or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Debentures is purchased. See "Details of the Offering".

The Underwriters may effect transactions which stabilize or maintain the market price for the Debentures or Common Shares at levels other than those which might otherwise prevail in the open market. See "Plan of Distribution".

Scotia Capital Inc., TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc. and National Bank Financial Inc. are each, directly or indirectly, a wholly-owned or majority-owned subsidiary of a Canadian chartered bank which is a lender to the Corporation and its subsidiaries, under a revolving term bank credit facility (the "Credit Facility"). Consequently, the Corporation may be considered to be a connected issuer of each of these Underwriters for the purposes of securities legislation in certain jurisdictions. The net proceeds of this Offering will be used by Superior to repay indebtedness under the Credit Facility which will then be available to be drawn to fund the redemption of the 7.5% Debentures, for working capital and/or general corporate purposes. See "Recent Developments", "Relationship Among the Corporation and Certain Underwriters", "Details of the Offering" and "Use of Proceeds".

The Debentures are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that Act or any other legislation.

The Underwriters propose to offer the Debentures initially at the offering price specified above. After a reasonable effort has been made to sell all of the Debentures at the price specified, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Debentures remaining unsold. Any such reduction will not affect the proceeds received by the Corporation. The Underwriters will inform the Corporation if the offering price is reduced. See "Plan of Distribution".

It is important for investors to consider the particular risk factors that may affect the issuer in which they are investing. See "Risk Factors" herein and in the Corporation's annual information form incorporated by reference herein.

There is currently no market through which the Debentures may be sold and purchasers may not be able to resell the Debentures purchased under this short form prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of the issuer regulation. The Corporation may repay the outstanding principal of the Debentures through the issuance of Common Shares. See "Risk Factors" and "Details of the Offering - Payment upon Redemption or Maturity".

Dollar references in this short form prospectus are in Canadian dollars unless otherwise indicated. On July 12, 2013, the rate of exchange for the Canadian dollar, expressed in United States dollars, based on the Bank of Canada noon rate for United States dollars was Canadian \$1.0392 = US\$1.00.

The following table sets forth the average exchange rates for the years ended December 31, 2010, December 31, 2011 and December 31, 2012 based on the Bank of Canada noon rate for United States dollars. The rates are set forth as Canadian dollars per US\$1.00.

	Year Ended December 31,		
	2012	2011	2010
Average rate during period	\$0.9996	\$0.9891	\$1.0299

Note:

(1) The exchange rates disclosed have been rounded to four decimal places.

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SUMMARY

This summary is qualified by, and should be read in conjunction with, the detailed information contained elsewhere in this short form prospectus.

Superior Plus Corp.

Superior directly and indirectly holds 100% of Superior LP, a diversified limited partnership formed between Superior General Partner Inc., as general partner and Superior as the limited partner. Superior LP, through its three operating divisions, is engaged in the distribution and retail marketing of propane, related products and services, distribution of liquid fuels such as heating oil and propane, provision of natural gas liquids wholesale marketing services and marketing of fixed-price energy services; construction products distribution to the retail, commercial and industrial markets; and the production and sale of specialty chemicals and related technology.

The Offering

Issue: 80,000 6.00% convertible unsecured subordinated debentures.

Amount of Offering: \$80,000,000.

Over-Allotment Option Superior has granted to the Underwriters the Over-Allotment Option to purchase up to 15% of the principal amount of the Debentures issued at a price of \$1,000 per Debenture (plus accrued interest from the initial closing of the Offering to the closing of the Over-Allotment Option) on the same terms and conditions as the Offering exercisable in whole or in part, at the sole discretion of the Underwriters at any time up until 30 days after the closing of the Offering for the purposes of covering the Underwriters' over-allocation position. Debentures issuable upon exercise of the Over-Allotment Option will be issued on the later of closing of the Offering and two business days following exercise of such option.

Price: \$1,000 per Debenture.

Use of Proceeds: Superior intends to use the net proceeds of this Offering initially to repay indebtedness under the Credit Facility which will then be available to be drawn as required to fund the redemption of the 7.5% Debentures, for working capital and/or general corporate purposes. See "Use of Proceeds" and "Relationship Among the Corporation and Certain Underwriters".

Debentures

Maturity: The Maturity Date for the Debentures will be June 30, 2019.

Interest: 6.00% per annum payable semi-annually in arrears on June 30 and December 31 in each year commencing December 31, 2013. The first interest payment on December 31, 2013 will include interest accrued from the Closing Date to, but excluding, December 31, 2013.

Conversion Privilege: Subject to the Cash Conversion Option (as defined herein), the Debentures will be convertible into fully paid and non-assessable Common Shares at the option of the holder thereof at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Corporation for redemption of the Debentures at the Conversion Price of \$16.75 per Common Share, being a conversion rate of 59.7015 Common Shares per \$1,000 principal amount of Debentures, subject to adjustment as provided in the Indenture (as defined herein). Upon conversion, holders will not be entitled to interest accrued since the last interest payment date unless they convert their Debentures on an interest payment date, in which case, they will be entitled to receive such interest payment.

Cash Conversion Option:

Upon conversion of the Debentures, in lieu of delivering Common Shares, Superior may, in its sole discretion, elect to pay the holder cash (the "**Cash Conversion Option**"). If Superior elects, in its sole discretion, to settle the conversion obligation in cash, Superior shall deliver to the holder an amount in cash based on the daily volume weighted average trading price of the Common Shares on the TSX as measured over a period of 10 consecutive trading days commencing on the third day following the conversion date.

Any payments pursuant to the Cash Conversion Option are subject to the subordination provisions contained in the Indenture as though such payments were payments of principal or interest on the Debentures. In addition, notwithstanding any election by Superior to use the Cash Conversion Option or any election by a holder of Debentures to convert Debentures into Common Shares, the Cash Conversion Option shall be immediately suspended if any payment pursuant to the Cash Conversion Option would violate the subordination provisions of the Indenture and any holder who converted their Debentures shall receive Common Shares in accordance with the procedure outlined under "Conversion Privilege" above. See "Details of the Offering - Subordination".

Redemption:

The Debentures will not be redeemable before July 31, 2016. On and after July 31, 2016 and prior to July 31, 2017, the Debentures may be redeemed in whole or in part from time to time at the option of the Corporation on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the Conversion Price. On and after July 31, 2017, the Debentures may be redeemed in whole or in part from time to time at the option of the Corporation at a price equal to their principal amount plus accrued and unpaid interest.

Change of Control:

Within 30 days following the occurrence of a Change of Control (as defined below) the Corporation will be required to make an offer in writing to purchase all of the Debentures then outstanding (the "**Debenture Offer**"), at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest thereon. A Change of Control will be defined in the Indenture as the acquisition by any person, or group of persons acting jointly or in concert, of voting control or direction of more than 50% of the outstanding voting securities of the Corporation but excludes an acquisition, merger, reorganization, amalgamation, arrangement, combination or other similar transaction if the holders of voting securities of the Corporation immediately prior to such transaction hold securities representing at least 50% of the voting control or direction in the Corporation or the successor entity upon completion of the transaction.

If a Change of Control occurs in which 10% or more of the consideration for the voting shares in the transaction or transactions constituting a Change of Control consists of: (i) cash; (ii) equity securities that are not traded or intended to be traded immediately following such transactions on a stock exchange; or (iii) other property that is not traded or intended to be traded immediately following such transactions on a stock exchange, then during the period beginning ten trading days before the anticipated date on which the Change of Control becomes effective and ending 30 days after the Debenture Offer is delivered, holders of Debentures will be entitled to convert their Debentures at a Conversion Price determined in accordance with the terms of the Indenture.

Payment upon Redemption or Maturity:

On redemption or at maturity, the Corporation may, at its option, on not more than 60 days and not less than 40 days prior notice and subject to regulatory approval, elect to satisfy its obligation to pay the principal amount of the Debentures, in whole or in part, by issuing and delivering that number of freely tradeable Common Shares obtained by dividing the principal amount of the outstanding Debentures which are to be redeemed or which have matured by 95% of the weighted average trading price of the Common Shares

on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or the Maturity Date, as the case may be. Any accrued and unpaid interest thereon will be paid in cash.

Subordination:

The payment of the principal and premium, if any, of, and interest on, the Debentures will be subordinated in right of payment, as set forth in the Indenture, to the prior payment in full of all Senior Indebtedness (as defined herein) of the Corporation and indebtedness to trade creditors and will rank *pari passu* with the 5.75% Debentures 6.0% Debentures, 7.5% Debentures and 7.5% Debentures (2011). The Debentures will also be effectively subordinated to claims of creditors of the Corporation's subsidiaries except to the extent the Corporation is a creditor of such subsidiaries ranking at least *pari passu* with such other creditors. The Debentures will not limit the ability of the Corporation to incur additional indebtedness, including indebtedness that ranks senior to the Debentures, or from mortgaging, pledging or charging its properties to secure any indebtedness.

GLOSSARY OF TERMS

In this short form prospectus, the following terms have the following meanings:

"5.75% Debentures" means the 5.75% convertible redeemable debentures of the Corporation due June 30, 2017 which are listed on the TSX under the symbol SPB.DB.E.

"5.85% Debentures" means the 5.85% convertible redeemable debentures of the Corporation due October 31, 2015 which are listed on the TSX under the symbol SPB.DB.C.

"6.0% Debentures" means the 6.0% convertible redeemable debentures of the Corporation due June 30, 2018 which are listed on the TSX under the symbol SPB.DB.F.

"7.5% Debentures" means the 7.5% convertible redeemable debentures of the Corporation due December 31, 2014 which are listed on the TSX under the symbol SPB.DB.D.

"7.5% Debentures (2011)" means the 7.5% convertible redeemable debentures of the Corporation due October 31, 2016 which are listed on the TSX under the symbol SPB.DB.G.

"Arrangement" means the court sanctioned plan of arrangement under the CBCA, pursuant to which the Fund was converted to a corporation on December 31, 2008.

"Arrangement Agreement" means the agreement dated October 30, 2008, between the Fund and Ballard, among others, providing for the Conversion.

"Ballard" means Ballard Power Systems Inc.

"C&I" means commercial and industrial insulation.

"CBCA" means the *Canada Business Corporations Act*, as amended, including the regulations promulgated thereunder.

"CRA" means the Canada Revenue Agency.

"Common Shares" means common shares in the capital of the Corporation.

"Construction Products Distribution" means Superior's construction products distribution business.

"Conversion" means the conversion of the Fund from an income trust structure to a corporation on December 31, 2008, pursuant to the Arrangement.

"Credit Facility" means Superior LP's three-year extendible revolving term credit facility in the aggregate amount of \$570 million (expandable to \$750 million) governed by the terms of the amended and restated credit agreement dated March 28, 2012 (as amended by a fourth amending agreement dated June 10, 2013) among Superior, Superior LP and eight financial institutions as lenders, which expires on June 27, 2016.

"Energy Services" means Superior's energy services business.

"ERCO" means ERCO Worldwide, Superior's Specialty Chemicals business.

"Fund" means Superior Plus Income Fund, a limited purpose, unincorporated trust established under the laws of the Province of Alberta and terminated pursuant to the Conversion.

"General Partner" means Superior General partner Inc., the general partner of Superior LP.

"**GSD**" means gypsum specialty distribution.

"**IFRS**" means International Financial Reporting Standards.

"**Preferred Shares**" means preferred shares in the capital of the Corporation issuable in series.

"**SEM**" means Superior Energy Management, Superior's fixed-price energy services business and part of its Energy Services business.

"**SGL**" means Superior Gas Liquids, Superior's natural gas liquids wholesale marketing business and part of its Energy Services business.

"**Specialty Chemicals**" means Superior's specialty chemicals business.

"**SPI**" means the construction products distribution business, formerly operating under the trade name of Specialty Products & Insulation acquired by Superior in 2009 and integrated into the Construction Products Distribution business.

"**Superior LP**" means Superior Plus LP, an Ontario limited partnership, that conducts the operating businesses of the Corporation.

"**Superior Propane**" means Superior Propane, Superior's Canadian propane distribution and related services business.

"**TSX**" means the Toronto Stock Exchange.

"**U.S. refined fuels**" means the Corporation's heating oil and energy distribution business operating under the trade name "Superior Plus Energy Services" in the United States.

"**Winroc**" means Superior's construction products distribution business operating under the trade name of "Winroc".

FORWARD-LOOKING INFORMATION

This short form prospectus and the documents incorporated by reference herein contain forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information may include statements regarding the objectives, business strategies to achieve those objectives, expected financial results (including those in the area of risk management), economic or market conditions, and the outlook of or involving Superior, Superior LP and its businesses. Such information is typically identified by words such as "anticipate", "believe", "could", "estimate", "expect", "plan", "intend", "forecast", "future", "guidance", "may", "predict", "project", "should", "strategy", "target", "will" or similar expressions suggesting future outcomes.

Forward-looking information in or incorporated by reference in this short form prospectus includes future financial position, consolidated and business segment outlooks, expected EBITDA from operations, expected redemption of 7.5% Debentures, expected completion of the Private Placement, expected adjusted operating cash flow and adjusted operating cash flow per share, expected leverage ratios and debt repayment, debt management summary, business strategy, objectives and initiatives, development plans and programs, business conditions, business expansion and improvement projects and expected timing of commercial productions associated therewith, market conditions in Canada and the U.S., expected tax consequences of the Conversion, the expected challenge by the CRA of the tax consequences of the Conversion (and the expected timing and impact of such process including any payment of taxes and the quantum of such payment), future income taxes and the basis of preparation of future tax returns, the impact of proposed changes to Canadian tax legislation or U.S. tax legislation, future economic conditions, future exchange rates and exposure to such rates, dividend strategy, payout ratio, expected weather, commodity prices and costs, the impact of contracts for commodities, product demand, production capacity, effect of operational and technological improvements, business enterprise system upgrade plans, the impact of ongoing legal proceedings, expected life of facilities and statements regarding net working capital and capital expenditure requirements of Superior or Superior LP.

Forward-looking information is provided for the purpose of providing information about management's expectations and plans about the future and may not be appropriate for other purposes. Forward-looking information herein is based on various assumptions and expectations that Superior believes are reasonable in the circumstances. No assurance can be given that these assumptions and expectations will prove to be correct. Those assumptions and expectations are based on information currently available to Superior, including information obtained from third party industry analysts and other third party sources, and the historic performance of Superior's businesses. Such assumptions include anticipated financial performance, current business and economic trends, the amount of future dividends paid by Superior, business prospects, availability and utilization of tax basis, regulatory developments, currency, exchange and interest rates, trading data, cost estimates, Superior's ability to obtain financing on acceptable terms, and the assumptions set forth below; such assumptions are subject to the risks and uncertainties set forth below.

By its very nature, forward-looking information involves numerous assumptions, risks and uncertainties, both general and specific. Should one or more of these risks and uncertainties materialize or should any of the underlying assumptions prove incorrect, as many important factors are beyond our control, Superior's or Superior LP's actual performance and financial results may vary materially from those estimates and intentions contemplated, expressed or implied in the forward-looking information. These risks and uncertainties include incorrect assessments of value when making acquisitions, increases in debt service charges, the loss of key personnel, fluctuations in foreign currency and exchange rates, inadequate insurance coverage, liability for cash taxes, counterparty risk, compliance with environmental laws and regulations, Superior's ability to access external sources of debt and equity capital, and the risks identified in (i) this short form prospectus under the heading "Risk Factors", (ii) the AIF under the heading "Risk Factors", and (iii) Superior's 2012 annual management discussion and analysis incorporated by reference in this short form prospectus. The preceding list of assumptions, risks and uncertainties is not exhaustive.

When relying on our forward-looking information to make decisions with respect to Superior, investors and others should carefully consider the preceding factors, other uncertainties and potential events. Any forward-looking information is provided as of the date of this short form prospectus and, except as required by law, neither Superior nor Superior LP undertakes to update or revise such information to reflect new information, subsequent or otherwise. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

With respect to forward-looking information in or incorporated by reference into this short form prospectus, and in addition to other assumptions, we have made the following assumptions:

Corporate

- Economic growth in Canada and the United States is expected to be similar or modestly higher than in 2012;
- Superior is expected to continue to attract capital and obtain financing on acceptable terms;
- Superior's estimated total debt to EBITDA ratio is based on maintenance and growth related expenditures of \$75.7 million and working capital funding requirements which do not contemplate any significant commodity price changes;
- The foreign currency exchange rate between the Canadian dollar and United States dollar is expected to average on par in 2013 on all unhedged foreign currency transactions;
- Financial and physical counterparties are expected to continue fulfilling their obligations to Superior;
- Regulatory authorities are not expected to impose any new regulations impacting Superior;
- Superior's average interest rate on floating-rate debt is expected to remain consistent with 2012 levels; and
- Canadian and United States based cash taxes are expected to be minimal for 2013 based on existing income tax rates and the ability to use available tax basis.

Energy Services

- Average temperatures for 2013 across Canada and the north-eastern United States are expected to be consistent with the recent five-year average;
- Total propane and U.S. refined fuels-related sales volumes are expected to increase in 2013 due to the assumption that weather will be consistent with the 5-year average and the impact of customer win-back and retention programs;
- Wholesale propane and U.S. refined fuels-related prices are not anticipated to significantly impact demand for propane, refined fuels and related services;
- Supply portfolio management market results in 2013 are expected to increase as compared to 2012 due to supply chain management efforts and higher sales volumes due to a return to normal weather; and
- Fixed price energy services is expected to be able to access sales channel agents on acceptable contract terms and gross profits in 2013 will decrease compared to 2012. The decrease will be primarily related to lower natural gas gross margins due to lower transportation-related gross profits and lower contribution from residential customer renewals and residential customer count. Total new customer aggregation volumes are expected to decline from 2012, as the system price for natural gas remains low. Growth in the fixed price electricity segment is expected to offset a portion of the decline in natural gas gross profits.

Specialty Chemicals

- Sodium chlorate sales volumes are expected to increase in 2013 as compared to 2012 due to strong demand from all markets. Sodium chlorate pricing is expected to increase due to continued strong market conditions although gross margins are expected to decline as a result of higher electricity pricing;
- Chloralkali sales volumes are expected to increase in 2013 as compared to 2012 due to higher demand for chlorine and potassium products. Pricing is expected to be soft for chlorine in 2013 as compared to 2012 although it will be consistent for other products. Gross profits are expected to be consistent with 2012 as lower margins for chlorine products are offset by higher on caustic and potassium products;
- Electrical costs are expected to increase slightly in 2013 as compared to 2012;
- No labour disruptions are expected in 2013; and

- Average plant utilization will approximate 91% in 2013.

Construction Products Distribution

- GSD sales revenue from Canada is expected to decline in 2013 due to branch closures and lower residential construction activity, offset in part by the successful introduction of new products and price management. GSD sales revenue from the United States is expected to increase in 2013 due to continued expansion of existing product lines into U.S. branches, emphasis on specific product opportunities, pricing initiatives and market improvements in some regions. C&I sales revenue is expected to increase in 2013 due to emphasis on specific product opportunities and pricing initiatives;
- Sales margins for both GSD and C&I are expected to increase slightly from 2012 due to price management initiatives, procurement strategy and closure of low-margin branches; and
- Operating costs as a percentage of revenue are expected to increase slightly due to investment in supply chain capability and inflationary increases of wages and other operating costs, offset in part by savings from branch closures and restructuring completed in 2012.

NON-IFRS MEASURES

In this short form prospectus and the documents incorporated by reference herein, Superior uses the terms "adjusted operating cash flow", "EBITDA" and "Compliance EBITDA" as indicators of financial performance and to refer to the amount of cash available for distribution to shareholders. "Adjusted operating cash flow", "EBITDA", and "Compliance EBITDA" do not have standardized meanings prescribed by IFRS but are described under the headings below.

Adjusted Operating Cash Flow

Adjusted operating cash flow is equal to cash flow from operating activities as defined by IFRS, adjusted for changes in non-cash working capital, other expenses, non-cash interest expense, current income taxes and finance costs. Superior may deduct or include additional items to its calculation of adjusted operating cash flow; these items would generally, but not necessarily, be items of a non-recurring nature. Adjusted operating cash flow is the main performance measure used by management and investors to evaluate the performance of Superior. Readers are cautioned that adjusted operating cash flow does not have a standardized meaning prescribed by IFRS. Superior's calculation of adjusted operating cash flow may differ from similar calculations used by other issuers and is therefore unlikely to be comparable to similar measures presented by other issuers. Adjusted operating cash flow represents cash flow generated by Superior that is available for, but not necessarily limited to, changes in working capital requirements, investing activities and financing activities of Superior.

The seasonality of Superior's individual quarterly results must be assessed in the context of annualized adjusted operating cash flow. Adjustments recorded by Superior as part of its calculation of adjusted operating cash flow include, but are not limited to, the impact of the seasonality of Superior's businesses, principally Superior Propane and U.S. refined fuels, by adjusting for non-cash working capital items, thereby eliminating the impact of the timing between the recognition and collection/payment of Superior's revenues and expense, which can differ significantly from quarter to quarter. Adjustments are also made to reclassify the cash flows related to natural gas and electricity customer acquisition costs in a manner consistent with the income statement recognition of these costs.

EBITDA

EBITDA represents earnings before taxes, depreciation, amortization, finance expense and other non-cash expenses, and is used by Superior to assess its consolidated results and the results of its operating divisions. Superior believes measures of EBITDA are followed by the investment community and therefore provide useful information. The term EBITDA does not have a standardized meaning prescribed by IFRS and therefore Superior's calculation of EBITDA may differ from similar calculations used by comparable entities. EBITDA of Superior's operating businesses may be referred to as EBITDA from operations.

Compliance EBITDA

Compliance EBITDA represents earnings before interest, taxes, depreciation, amortization and other non-cash expenses calculated on a 12 month trailing basis giving pro forma effect to acquisitions and divestitures and is used by Superior to calculate its debt covenants and other credit information. Compliance EBITDA does not have a standardized meaning prescribed by IFRS. Superior's calculation of compliance EBITDA may differ from similar calculations used by comparable entities.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference may be obtained on request without charge from the Chief Financial Officer of the Corporation at Suite 1400, 840 - 7th Avenue S.W., Calgary, Alberta, T2P 3G2, telephone (403) 218-2951. Copies of the documents incorporated in this short form prospectus by reference are also available at www.sedar.com.

The following documents of the Corporation, filed with the various provincial securities commissions or similar authorities in Canada, are specifically incorporated into and form an integral part of this short form prospectus:

- (a) the annual information form of the Corporation for the year ended December 31, 2012 dated February 18, 2013 (the "**AIF**");
- (b) the audited consolidated financial statements of the Corporation together with the independent auditor's report thereon and the notes thereto and management's discussion and analysis of the financial condition and operations of the Corporation as at December 31, 2012 and for the years ended December 31, 2012 and 2011;
- (c) the unaudited condensed consolidated financial statements of the Corporation and the notes thereto and management's discussion and analysis of the financial condition and operations of the Corporation as at March 31, 2013 and for the three months ended March 31, 2013 and 2012;
- (d) the Information Circular dated February 21, 2012 in connection with the annual and special meeting of the shareholders of the Corporation held on May 2, 2012; and
- (e) the Information Circular dated February 18, 2013 in connection with the annual meeting of the shareholders of the Corporation held on May 1, 2013.

Any documents of the type required by National Instrument 44-101 - Short Form Prospectus Distributions ("**National Instrument 44-101**") to be incorporated by reference in a short form prospectus including any material change reports (excluding confidential reports), comparative interim financial statements, comparative annual financial statements and the independent auditor's report thereon, management's discussion and analysis of financial condition and results of operations, information circulars, annual information forms and business acquisition reports filed by the Corporation with the securities commissions or similar authorities in the provinces and territories of Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

SUPERIOR PLUS CORP.

The Fund was a limited purpose, unincorporated trust established under the laws of the Province of Alberta by a Declaration of Trust dated as of August 2, 1996. On December 31, 2008, the Fund was converted to a corporation pursuant to the Conversion involving, among others, the Fund and Ballard and was renamed "Superior Plus Corp."

Superior, directly or indirectly, holds 100% of Superior LP, a limited partnership formed between Superior General Partner Inc., as general partner and Superior as the limited partner.

The Common Shares, 5.75% Debentures, 6.0% Debentures, 7.5% Debentures and 7.5% Debentures (2011) of Superior trade on the TSX under the symbols "SPB", "SPB.DB.E", "SPB.DB.F", "SPB.DB.D" and "SPB.DB.G", respectively.

The head, principal and registered office of Superior is located at 1400, 840 - 7th Avenue S.W., Calgary, Alberta T2P 3G2.

SUPERIOR PLUS LP

Superior LP was formed pursuant to a Partnership Agreement dated September 17, 2006 and a declaration filed under the *Limited Partnerships Act* (Ontario) on September 19, 2006 with its initial general partner being Superior General Partner Limited and its initial limited partner being Superior Plus Inc. As a result of a corporate reorganization in September 2006, Superior Plus Inc. became the general partner and the Fund became the limited partner of Superior LP. Following the Conversion, subsequent amalgamation between Superior Plus Inc. and Superior Plus Administration Inc. and a name change on January 1, 2009, Superior General Partner Inc. is the general partner and Superior is the limited partner of Superior LP.

Superior LP is a diversified limited partnership with three operating divisions comprised of the following businesses:

Energy Services, which includes:

- Superior Propane, the propane distribution and related services business operating under the trade name "Superior Propane";
- U.S. refined fuels, operating under the trade name "Superior Plus Energy Services";
- SEM, a fixed-price energy services business, operating under the trade name "Superior Energy Management"; and
- SGL, a natural gas liquids wholesale marketing business, operating under the trade name "Superior Gas Liquids".

Specialty Chemicals, which includes:

- ERCO, the specialty chemicals business, operating under the trade name "ERCO Worldwide".

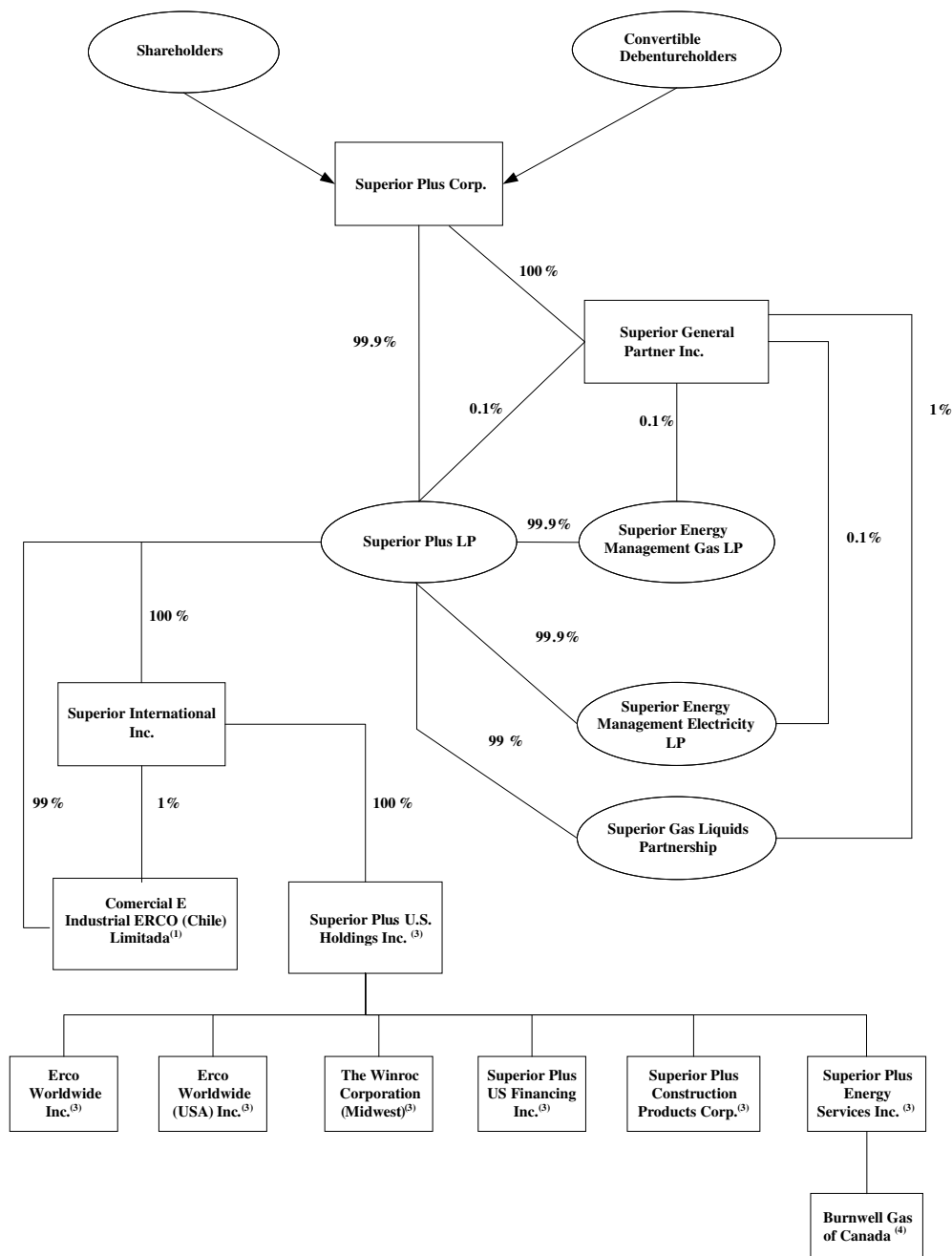
Construction Products Distribution, which includes:

- Winroc, the gypsum specialty distribution business, operating under the trade name "Winroc"; and
- SPI, the commercial and industrial insulation distribution business, operating under the trade name "Specialty Products & Insulation".

The head and registered office of Superior LP and the General Partner is located at Suite 1400, 840 - 7th Avenue S.W., Calgary, Alberta T2P 3G2.

INTERCORPORATE RELATIONSHIPS

The following is a diagram of Superior and its material subsidiaries:



Notes:

- (1) A corporation incorporated pursuant to the laws of Chile.
- (2) Except where otherwise noted, all corporations were incorporated pursuant to the laws of Canada and all limited partnerships have been formed pursuant to the laws of Ontario.
- (3) Superior Plus US Holdings, Inc., ERCO Worldwide Inc., ERCO Worldwide (USA) Inc. and Superior Plus US Financing, Inc. are incorporated pursuant to the laws of Delaware. The Winroc Corporation (Midwest) is incorporated pursuant to the laws of Nevada. Superior Plus Construction Products Corp. is incorporated pursuant to the laws of Pennsylvania. Superior Plus Energy Services, Inc. is merged pursuant to the laws of New York.
- (4) A corporation incorporated pursuant to the laws of the Province of Ontario.

RECENT DEVELOPMENTS

Proposed Redemption of 7.5% Debentures

On July 2, 2013, Superior announced that it intends to completely redeem (the "**Redemption**") the \$69.0 million outstanding principal amount of 7.5% Debentures by providing a formal notice of redemption to holders of such debentures upon closing of this Offering.

Proposed Concurrent Private Placement of Debentures

Superior intends to complete a private placement of an additional \$5 million aggregate principal amount of Debentures, at the same price as under the Offering (the "**Private Placement**"), to one of its directors. The Private Placement is scheduled to close concurrently with the Offering.

Extension of the Credit Facility

On June 11, 2013, Superior announced that its wholly-owned subsidiaries, Superior LP, Superior Plus US Financing Inc. and Comercial E Industrial ERCO (Chile) Limitada completed an extension of the Credit Facility to June 27, 2016. The size of the facility and financial covenants were unchanged.

Tender Offer for 8.25% Debentures

On June 14, 2013, Superior LP made a cash tender offer (the "**Offer**") with respect to any and all of its \$150 million aggregate outstanding principal amount of 8.25% Debentures. In conjunction with the Offer, Superior LP was soliciting debentureholder consents (the "**Consent Solicitation**") to effect certain amendments to the trust indenture governing the 8.25% Debentures and proposed a private placement of senior unsecured notes to fund the Offer. On June 26, 2013, due to the implications of volatility in the debt markets, Superior terminated the Offer, Consent Solicitation and the proposed private placement.

Redemption of 5.85% Convertible Debentures

On April 9, 2013, Superior redeemed the entire \$25 million outstanding principal amount of the 5.85% Debentures.

Common Share Financing

On March 27, 2013, Superior completed a public offering of 12,960,500 Common Shares (including an over-allotment option) in the capital of Superior at a price of \$11.10 per Common Share for net proceeds of approximately \$137.8 million (the "**Equity Financing**"). The net proceeds of the Equity Financing were used to repay indebtedness under the Credit Facility and, thereafter, a portion was drawn as required to fund the Redemption of 5.85% Debentures. The remainder is expected to be drawn to fund Superior's previously announced \$43 million expansion of hydrochloric acid production capacity at its Port Edwards, Wisconsin and Saskatoon, Saskatchewan facilities and for working capital and/or general corporate purposes.

Financial Outlook - Debt Repayment Schedule

On March 7, 2013, Superior announced that as a result of the Equity Financing, it was adjusting its 2013 financial outlook to adjusted operating cash flow per share of \$1.55 to \$1.85 from the range of \$1.65 to \$1.95 as provided in Superior's annual earnings release dated February 14, 2013. The reduction in the financial outlook was due to the issuance of the additional Common Shares pursuant to the Equity Financing which would be outstanding throughout the remainder of 2013. In addition, Superior announced that as a result of the Equity Financing, it had accelerated its debt repayment schedule resulting in a change of its expected December 31, 2013 total debt to EBITDA ratio from the previously provided range of 3.8x to 4.2x to 3.3x to 3.7x. See "Use of Proceeds".

Receipt of Reassessments from Canada Revenue Agency

Since the beginning of 2010, the CRA has requested and reviewed information from Superior relating to the Conversion. As disclosed by Superior on September 20, 2012, Superior received indications from the CRA that it intended to challenge the tax result of the Conversion.

On April 2, 2013, Superior received Notices of Reassessment for Superior's 2009 and 2010 taxation years from the CRA reflecting its intent to challenge the tax consequences of the Conversion. The CRA's position is based on the acquisition of control rules, in addition to the general anti-avoidance rules in the Tax Act. The table below summarizes Superior's estimated tax liabilities and payment requirements associated with the received and anticipated Notices of Reassessment. Upon receipt of the Notices of Reassessment, 50% of the taxes payable pursuant to such Notices of Reassessment, must be remitted to the CRA.

Taxation Year	Taxes Payable ⁽¹⁾⁽²⁾	50% of the Taxes Payable ⁽¹⁾⁽²⁾	Payment Dates
2009/2010	\$13.0	\$6.5	Paid April 2013
2011	\$10.0 ⁽³⁾	\$5.0	Q3 2013
2012	\$10.0 ⁽³⁾	\$5.0	Q3 2013
2013	\$20.0 ⁽³⁾	\$10.0	Q3 2014
Total	\$53.0	\$26.5	

Notes:

- (1) In millions of dollars.
- (2) Includes estimated interest and penalties.
- (3) Estimated based on Superior's previously filed tax returns and the midpoint of Superior's 2013 outlook.

On May 8, 2013, Superior filed a Notice of Objection with the CRA's appeals division. After 90 days, if the CRA has not responded to or settled the Notice of Objection with Superior, then Superior can make an application to the Tax Court of Canada. Superior anticipates that if the application proceeds in the Tax Court of Canada, a decision could be rendered by the end of fiscal 2014. If a decision of the Tax Court of Canada were to be appealed, the appeal process could reasonably be expected to take an additional 2 years. If Superior receives a positive decision, then any taxes, interest and penalties paid to the CRA will be refunded along with interest. If Superior is unsuccessful, then any remaining taxes payable plus interest and penalties will have to be remitted.

Superior remains confident in the appropriateness of its tax filing position and the expected tax consequences of the Conversion, intends to vigorously defend such position and intends to file its future tax returns on a basis consistent with its view of the outcome of the Conversion. See also "Risk Factors".

USE OF PROCEEDS

The net proceeds of this Offering (excluding any exercise of the Over-Allotment Option), after payment of the Underwriters' fee of \$3,000,000 and expenses of this Offering estimated to be \$300,000, will be \$76,700,000. If the Over-Allotment Option is exercised in full, the net proceeds of this Offering, after payment of the Underwriters' fee of \$3,450,000 and expenses of the Offering estimated to be \$300,000, will be \$88,250,000.

Superior intends to use the net proceeds of the Offering initially to repay indebtedness under the Credit Facility which will then be available to be drawn as required to fund the redemption of the 7.5% Debentures, for which Superior expects to deliver a notice of redemption on closing of the Offering, for working capital and/or general corporate purposes.

The use of the net proceeds of the Offering by Superior is consistent with its stated business objectives and strategic goals of reducing the costs of its leverage and extending its debt maturities where appropriate. Over the past two years, the indebtedness incurred under the Credit Facility has been used to redeem approximately \$175 million principal amount of outstanding convertible debentures of Superior and to fund certain capital expenditures in its businesses. Such capital expenditures include those related to Superior's previously announced expansion of hydrochloric acid production capacity at its Port Edwards, Wisconsin and Saskatoon, Saskatchewan facilities. For additional discussion see "Management's Discussion and Analysis - Debt Management Update", "Management's

Discussion and Analysis - Financial Outlook" and "Management's Discussion and Analysis - Major Capital Projects" from Superior's management's discussion and analysis of the financial condition and operations of the Corporation as at December 31, 2012 and for the years ended December 31, 2012 and 2011, incorporated herein by reference. See also "Recent Developments", "Relationship Among the Corporation and Certain Underwriters" and "Risk Factors".

DETAILS OF THE OFFERING

This Offering consists of 80,000 Debentures at a price of \$1,000 per Debenture. The following is a summary of the material attributes and characteristics of the Debentures and is subject to, and qualified by reference to, the terms of the Indenture (as defined below).

General

The Debentures will be issued under a supplemental indenture (to be dated the Closing Date) to the indenture dated August 28, 2009 (collectively, the "**Indenture**") between the Corporation and Computershare Trust Company of Canada, as trustee (the "**Debenture Trustee**"). The aggregate principal amount of the Debentures authorized for issue immediately will be limited to the aggregate principal amount of \$85,000,000 (\$97,000,000 in the event the Over-Allotment Option is exercised in full) which includes \$5,000,000 aggregate principal amount of Debentures expected to be issued pursuant to the Private Placement. However, the Corporation may, from time to time, without the consent of holders of Debentures, issue additional Debentures of the same series or of a different series under the Indenture. References in this section to "debentures" is a reference to all debentures outstanding from time to time under the Indenture, as it may be further supplemented from time to time.

The Debentures will be dated as at the Closing Date and will be issuable only in denominations of \$1,000 and integral multiples thereof. The Maturity Date for the Debentures will be June 30, 2019.

The Debentures will bear interest from the date of issue at 6.00% per annum, which will be payable semi-annually in arrears on June 30 and December 31 in each year commencing December 31, 2013. The first interest payment will include interest accrued from the closing of the Offering to, but excluding, December 31, 2013.

The principal amount of the Debentures will be payable in lawful money of Canada or, at the option of the Corporation and subject to applicable regulatory approval, by payment of Common Shares as further described under "Payment upon Redemption or Maturity" and "Redemption and Purchase". The interest on the Debentures will be payable in lawful money of Canada including, at the option of the Corporation and subject to applicable regulatory approval, in accordance with the Common Share Interest Payment Election as described under "Interest Payment Option".

The Debentures will be direct obligations of the Corporation and will not be secured by any mortgage, pledge, hypothec or other charge and will be subordinated to other liabilities of the Corporation as described under "Subordination". The Indenture will not limit the ability of the Corporation to incur additional indebtedness, including indebtedness for borrowed money or from mortgaging, pledging or charging its properties to secure any indebtedness.

Conversion Privilege

The Debentures will, subject to the Cash Conversion Option, be convertible at the holder's option into fully paid and non-assessable Common Shares at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Corporation for redemption of the Debentures, at the Conversion Price of \$16.75 per Common Share, being a conversion rate (a "**Conversion Rate**") of 59.7015 Common Shares for each \$1,000 principal amount of Debentures. No adjustment will be made for dividends on Common Shares issuable upon conversion. No adjustment will be made for interest accrued since the then most recently completed interest payment date on Debentures surrendered for conversion; however, holders converting their Debentures on an interest payment date will receive all interest which has accrued prior to that interest payment date and which has not been paid. Holders converting their Debentures shall, subject to the Cash Conversion Option, become holders of record of Common Shares of the Corporation on the business day immediately after the

conversion date and such Common Shares will be delivered to such holders as soon as practicable after the conversion date.

Subject to the provisions thereof, the Indenture will provide for the adjustment of the Conversion Price in certain events including: (a) the subdivision or consolidation of the outstanding Common Shares; (b) the distribution of Common Shares to holders of all or substantially all of the outstanding Common Shares by way of dividend or otherwise other than an issue of securities to holders of Common Shares who have elected to receive dividends in securities of the Corporation in lieu of receiving cash dividends paid in the ordinary course; (c) the issuance of options, rights or warrants to all or substantially all holders of Common Shares entitling them to acquire Common Shares or other securities convertible into Common Shares at less than 95% of the then current market price (as defined below) of the Common Shares; and (d) the distribution to all holders of Common Shares of any securities or assets (other than cash dividends and equivalent dividends in securities paid in lieu of cash dividends in the ordinary course). There will be no adjustment of the Conversion Price in respect of any event described in (b), (c) or (d) above if the holders of the Debentures are allowed to participate as though they had converted their Debentures prior to the applicable record date or effective date, as the case may be. The Corporation will not be required to make adjustments in the Conversion Price unless the cumulative effect of such adjustments would change the Conversion Price by at least 1%.

The term "current market price" will be defined in the Indenture to mean the weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date of the applicable event.

In the case of any reclassification or capital reorganization (other than a change resulting from consolidation or subdivision) of the Common Shares or in the case of any consolidation, amalgamation or merger of the Corporation with or into any other entity, or in the case of any sale or conveyance of the properties and assets of the Corporation as, or substantially as, an entirety to any other entity, or a liquidation, dissolution or winding-up of the Corporation, the terms of the conversion privilege shall be adjusted so that each holder of a Debenture shall, after such reclassification, capital reorganization, consolidation, amalgamation, arrangement, merger, acquisition, sale or conveyance or liquidation, dissolution or winding up, be entitled to receive the number of Common Shares or other securities on the exercise of the conversion right such holder would be entitled to receive if on the effective date thereof, it had been the holder of the number of Common Shares into which the Debenture was convertible prior to the effective date of such reclassification, capital reorganization, consolidation, amalgamation, arrangement, merger, acquisition, sale or conveyance or liquidation, dissolution or winding up.

No fractional Common Shares will be issued on any conversion but in lieu thereof the Corporation shall satisfy fractional interests by a cash payment equal to the current market price of any fractional interest provided, however, that the Corporation shall not be required to make any payment of less than \$10.00.

Cash Conversion Option

Upon conversion of the Debentures, in lieu of delivering Common Shares, Superior may elect, by written notice delivered to the Debenture Trustee within one business day of the conversion date to use the Cash Conversion Option. If no election is made by Superior, Common Shares will be delivered upon exercise of the conversion right as described under "Conversion Privilege" above. If Superior elects to use the Cash Conversion Option, settlement amounts under the Cash Conversion Option will be computed by paying cash to the converting holder of Debentures in an amount equal to the sum of the Daily Conversion Values for each of the 10 consecutive trading days during the related Observation Period (as defined below). In the Indenture, (i) "**Daily Conversion Value**" shall mean, for each of the 10 consecutive trading days during the Observation Period, one-tenth (1/10th) of the product of (i) the Conversion Rate on such day and (ii) the Daily VWAP (as defined below) of the Common Shares on such trading day; (ii) "**Daily VWAP**" for the Common Shares will generally be the per Common Share volume-weighted average price on the TSX in respect of the period from the scheduled open of trading until the scheduled close of trading of the primary trading session on such trading day; and (iii) "**Observation Period**" shall be defined, in respect of any Debentures to which a Cash Conversion Option applies, as: (A) for conversions that occur on or after the 12th trading day prior to the Maturity Date, the 10 consecutive trading day period beginning on, and including, the 12th trading day preceding the Maturity Date; and (B) in all other cases, the 10 consecutive trading day period beginning on, and including, the third trading day after the related conversion date.

Pursuant to the Cash Conversion Option, Superior will pay cash to the holders that converted their Debentures as soon as practicable and, in any event, no later than the third business day following the last day of the related Observation Period.

Any payments pursuant to the Cash Conversion Option are subject to the subordination provisions contained in the Indenture as though such payments were payments of principal or interest on the Debentures. In addition, notwithstanding any election by Superior to use the Cash Conversion Option or any election by a holder of Debentures to convert Debentures into Common Shares, the Cash Conversion Option shall be immediately suspended if any payment pursuant to the Cash Conversion Option would violate the subordination provisions of the Indenture and any holder who converted their Debentures shall receive Common Shares in accordance with the procedure outlined under "Conversion Privilege" above. See "Details of the Offering - Subordination".

Redemption and Purchase

The Debentures will not be redeemable before July 31, 2016 (except in the event of certain circumstances described herein under "Change of Control of the Corporation"). On and after July 31, 2016 and prior to July 31, 2017, the Debentures may be redeemed in whole or in part from time to time at the option of the Corporation on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest, provided that the current market price on the date on which the notice of redemption is given is not less than 125% of the Conversion Price. On and after July 31, 2017, the Debentures may be redeemed in whole or in part from time to time at the option of the Corporation at a price equal to their principal amount plus accrued and unpaid interest.

In the case of redemption of less than all of the Debentures, the Debentures to be redeemed will be selected by the Debenture Trustee on a pro rata basis or in such other manner as the Debenture Trustee deems equitable.

The Corporation will have the right to purchase Debentures in the market, by tender or by private contract.

Payment upon Redemption or Maturity

On redemption or at maturity, the Corporation will repay the indebtedness represented by the Debentures by paying to the Debenture Trustee in lawful money of Canada an amount equal to the aggregate principal amount of the outstanding Debentures which are to be redeemed or which have matured, together with accrued and unpaid interest thereon. The Corporation may, at its option, on not more than 60 and not less than 40 days prior notice and subject to applicable regulatory approval, elect to satisfy its obligation to pay the principal amount of the Debentures which are to be redeemed or the principal amount of the Debentures which are due on the Maturity Date, as the case may be, in whole or in part, by issuing freely tradeable Common Shares to the holders of the Debentures. Any accrued and unpaid interest thereon will be paid in cash. The number of Common Shares to be issued will be determined by dividing the aggregate principal amount of the outstanding Debentures which are to be redeemed or which have matured by 95% of the current market price on the date fixed for redemption or the Maturity Date, as the case may be. No fractional Common Shares will be issued on redemption or maturity but in lieu thereof the Corporation shall satisfy fractional interests by a cash payment equal to the current market price of any fractional interest provided, however, that the Corporation shall not be required to make any payment of less than \$10.00.

Subordination

The payment of the principal and premium, if any, of, and interest on, the Debentures will be subordinated in right of payment, as set forth in the Indenture, to the prior payment in full of all Senior Indebtedness and indebtedness to trade creditors of the Corporation. "**Senior Indebtedness**" of the Corporation will be defined in the Indenture as the principal of and premium, if any, and interest on and other amounts in respect of all indebtedness of the Corporation (whether outstanding as at the date of the Indenture or thereafter incurred), other than indebtedness evidenced by the Debentures, the outstanding 5.75% Debentures, 6.0% Debentures, 7.5% Debentures and 7.5% Debentures (2011) and all other existing and future debentures or other instruments of the Corporation which, by the terms of the instrument creating or evidencing the indebtedness, is expressed to be *pari passu* with, or subordinate in right of payment to, the Debentures. The Debentures will rank *pari passu* with the 5.75% Debentures, 6.0% Debentures,

7.5% Debentures and 7.5% Debentures (2011). Subject to statutory or preferred exceptions or as may be specified by the terms of any particular securities, each debenture issued under the Indenture will rank *pari passu* with each other debenture, and with all other present and future subordinated and unsecured indebtedness of the Corporation except for sinking provisions (if any) applicable to different series of debentures or similar types of obligations of the Corporation.

The Indenture will provide that in the event of any insolvency or bankruptcy proceedings, or any receivership, liquidation, reorganization or other similar proceedings relative to the Corporation, or to its property or assets, or in the event of any proceedings for voluntary liquidation, dissolution or other winding-up of the Corporation, whether or not involving insolvency or bankruptcy, or any marshalling of the assets and liabilities of the Corporation, then those holders of Senior Indebtedness, including any indebtedness to trade creditors, will receive payment in full before the holders of Debentures will be entitled to receive any payment or distribution of any kind or character, whether in cash, property or securities, which may be payable or deliverable in any such event in respect of any of the Debentures or any unpaid interest accrued thereon. The Indenture will also provide that the Corporation will not make any payment, and the holders of the Debentures will not be entitled to demand, institute proceedings for the collection of, or receive any payment or benefit (including without any limitation by set-off, combination of accounts or realization of security or otherwise in any manner whatsoever) on account of indebtedness represented by the Debentures (a) in a manner inconsistent with the terms (as they exist on the date of issue) of the Debentures, (b) at any time when a default, an event of default or an acceleration has occurred under the Credit Facility, as amended, restated or replaced from time to time, or a swap obligation of any lender party to such Credit Facility from time to time or one of its affiliates, or (c) at any time when a default with respect to any Senior Indebtedness permitting the holders thereof to accelerate the maturity thereof has occurred under the Senior Indebtedness and is continuing and the notice of the event of default has been given by or on behalf of the holders of Senior Indebtedness to the Corporation, unless the Senior Indebtedness has been repaid in full.

The Debentures will also be effectively subordinate to claims of creditors of the Corporation's subsidiaries except to the extent the Corporation is a creditor of such subsidiaries ranking at least *pari passu* with such other creditors. Specifically, the Debentures will be subordinated and postponed in right of payment to the prior payment in full of all indebtedness under the Credit Facility.

Change of Control of the Corporation

Within 30 days following the occurrence of a Change of Control, the Corporation will be required to make an offer in writing to purchase all of the Debentures then outstanding (the "**Debenture Offer**"), at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest thereon (the "**Debenture Offer Price**"). A "**Change of Control**" will be defined in the Indenture as the acquisition by any person, or group of persons acting jointly or in concert, of voting control or direction of more than 50% of the outstanding voting securities of the Corporation but excludes an acquisition, merger, reorganization, amalgamation, arrangement, combination or other similar transaction if the holders of voting securities of the Corporation immediately prior to such transaction hold securities representing at least 50% of the voting control or direction in the Corporation or the successor entity upon completion of the transaction.

The Indenture will contain notification and repurchase provisions requiring the Corporation to give written notice to the Debenture Trustee of the occurrence of a Change of Control within 30 days of such event together with the Debenture Offer. The Debenture Trustee will thereafter promptly mail to each holder of Debentures a notice of the Change of Control together with a copy of the Debenture Offer to repurchase all the outstanding Debentures.

If 90% or more of the aggregate principal amount of the Debentures outstanding on the date of the giving of notice of the Change of Control have been tendered to the Corporation pursuant to the Debenture Offer, the Corporation will have the right to redeem all the remaining Debentures at the Debenture Offer Price. Notice of such redemption must be given by the Corporation to the Debenture Trustee within ten days following the expiry of the Debenture Offer, and as soon as possible thereafter, by the Debenture Trustee to the holders of the Debentures not tendered pursuant to the Debenture Offer.

Cash Change of Control

If a Change of Control occurs in which 10% or more of the consideration for the voting securities in the transaction or transactions constituting a Change of Control consists of: (i) cash; (ii) equity securities that are not traded or intended to be traded immediately following such transactions on a stock exchange; or (iii) other property that is not traded or intended to be traded immediately following such transactions on a stock exchange (a "**Cash Change of Control**"), then during the period beginning ten trading days before the anticipated date on which the Change of Control becomes effective (the "**Effective Date**") and ending 30 days after the Debenture Offer is delivered, holders of Debentures will be entitled to convert their Debentures at a conversion price (the "**Change of Control Conversion Price**") determined in accordance with the terms of the Indenture.

The Change of Control Conversion Price will be calculated as follows:

$COCCP = ECP / (1 + (CP \times (c/t)))$ where:

COCCP is the Change of Control Conversion Price;

ECP = is the Conversion Price in effect on the Effective Date;

CP = 35%;

c = the number of days from and including the Effective Date to but excluding July 31, 2017; and

t = the number of days from and including the Closing Date to but excluding July 31, 2017.

Interest Payment Option

The Corporation may elect, from time to time, to satisfy its obligation to pay interest on the Debentures (the "**Interest Obligation**"), on the date it is payable under the Indenture (an "**Interest Payment Date**"), by delivering sufficient Common Shares to the Debenture Trustee to satisfy the Interest Obligation in accordance with the Indenture (the "**Common Share Interest Payment Election**"). The Indenture will provide that, upon such election, the Debenture Trustee shall (a) accept delivery from the Corporation of Common Shares, (b) accept bids with respect to, and consummate sales of, such Common Shares, each as the Corporation shall direct in its absolute discretion, (c) invest the proceeds of such sales in securities issued or guaranteed by the Government of Canada which mature prior to the applicable Interest Payment Date, and use the proceeds received from such permitted government securities, together with any additional cash provided by the Corporation, to satisfy the Interest Obligation, and (d) perform any other action necessarily incidental thereto.

The Indenture will set forth the procedures to be followed by the Corporation and the Debenture Trustee in order to effect the Common Share Interest Payment Election. If a Common Share Interest Payment Election is made, the sole right of a holder of Debentures in respect of interest will be to receive cash from the Debenture Trustee out of the proceeds of the sale of Common Shares (plus any amount received by the Debenture Trustee from the Corporation) in full satisfaction of the Interest Obligation, and the holder of such Debentures will have no further recourse to the Corporation in respect of the Interest Obligation.

Neither the Corporation's making of the Common Share Interest Payment Election nor the consummation of sales of Common Shares will (a) result in the holders of the Debentures not being entitled to receive on the applicable Interest Payment Date cash in an aggregate amount equal to the interest payable on such Interest Payment Date, or (b) entitle such holders to receive any Common Shares in satisfaction of the Interest Obligation.

Events of Default

The Indenture will provide that an event of default ("**Event of Default**") in respect of the debentures will occur if any one or more of the following described events has occurred and is continuing with respect to the debentures: (i) failure for 15 days to pay interest on the debentures when due; (ii) failure to pay principal or premium, if any, on the debentures, whether at maturity, upon redemption, by declaration or otherwise; or (iii) certain events of bankruptcy, insolvency or reorganization of the Corporation under bankruptcy or insolvency laws. If an Event of Default has occurred and is continuing, the Debenture Trustee may, in its discretion, and shall, upon request of holders of not less than 25% in principal amount of the debentures, declare the principal of and interest on all outstanding debentures to be immediately due and payable. In certain cases, the holders of a majority of the

principal amount of debentures then outstanding may, on behalf of the holders of all debentures, waive any Event of Default and/or cancel any such declaration upon such terms as such holders shall prescribe.

Offers for Debentures

The Indenture will contain provisions to the effect that if an offer is made for debentures which would be a take-over bid for debentures within the meaning of Multilateral Instrument 62-104 - "Take-over bids and Issuer Bids" if debentures were considered equity securities and not less than 90% of the debentures (other than debentures held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the debentures held by the holders of debentures who did not accept the offer on the terms offered by the offeror.

Modification

The rights of the holders of the Debentures as well as any other series of debentures that may be issued under the Indenture may be modified in accordance with the terms of the Indenture. For that purpose, among others, the Indenture will contain certain provisions which will make binding on all debentureholders resolutions passed at meetings of the holders of debentures by votes cast thereat by holders of not less than 66 2/3% of the principal amount of the debentures present at the meeting or represented by proxy, or rendered by instruments in writing signed by the holders of not less than 66 2/3% of the principal amount of the debentures. In certain cases, the modification will, instead or in addition, require assent by the holders of the required percentage of debentures of each particularly affected series.

Book-Entry System

The Debentures will be issued in "book-entry only" form and must be purchased or transferred through a participant in the depository service of CDS (a "**Participant**"). On the Closing Date, a certificate representing such Debentures will be issued in registered form to CDS or its nominee and will be deposited with CDS pursuant to the book-entry only system.

Unless the book-entry only system is terminated as described below, a purchaser acquiring a beneficial interest in the Debentures (a "**Beneficial Owner**"), will not be entitled to receive a certificate for Debentures. Purchasers of Debentures will not be shown on the records maintained by CDS, except through a Participant.

Beneficial interests in Debentures will be represented solely through the book-entry only system and such interests will be evidenced by customer confirmations of purchase from the registered dealer from which the applicable Debentures are purchased in accordance with the practices and procedures of that registered dealer. In addition, registration of interests in and transfers of the Debentures will be made only through the depository service of CDS.

As indirect holders of Debentures, investors should be aware that they (subject to the situations described below) may not: (a) have Debentures registered in their name; (b) have physical certificates representing their interest in the Debentures; (c) be able to sell the Debentures to institutions required by law to hold physical certificates for securities they own; and (d) be able to pledge Debentures as security.

The Debentures will be issued to beneficial owners thereof in fully registered and certificate form (the "**Debenture Certificates**") only if: (a) required to do so by applicable law including where a Debenture Certificate requires the addition of a legend under applicable securities law in the United States; (b) the book-entry only system ceases to exist; (c) the Corporation or CDS advises the Debenture Trustee that CDS is no longer willing or able to properly discharge its responsibilities as depository with respect to the Debentures and the Corporation is unable to locate a qualified successor; (d) the Corporation, at its option, decides to terminate the book-entry only system through CDS; or (e) after the occurrence of an Event of Default (as defined herein), participants ("**Participants**") acting on behalf of Beneficial Owners of Debentures representing, in the aggregate, more than 25% of the aggregate principal amount of the Debentures (as applicable) then outstanding advise CDS in writing that the continuation of a book-entry only system through CDS is no longer in their best interest provided the Debenture Trustee has not waived the Event of Default in accordance with the terms of the Indenture.

Upon the occurrence of any of the events described in the immediately preceding paragraph, the Debenture Trustee must notify CDS, for and on behalf of Participants and Beneficial Owners of Debentures, of the availability through CDS of Debenture Certificates. Upon surrender by CDS of the global certificates representing the Debentures, and receipt of instructions from CDS for the new registrations, the Debenture Trustee will deliver the Debentures in the form of Debenture Certificates and thereafter the Corporation will recognize the holders of such Debenture Certificates as debentureholders under the Indenture.

Interest on the Debentures will be paid directly to CDS while the book-entry only system is in effect. If Debenture Certificates are issued, interest will be paid by cheque drawn on the Corporation and sent by prepaid mail to the registered holder or by such other means as may become customary for the payment of interest. Payment of principal, including payment in the form of Common Shares if applicable, and the interest due, at maturity or on a redemption date, will be paid directly to CDS while the book-entry only system is in effect. If Debenture Certificates are issued, payment of principal, including payment in the form of Common Shares if applicable, and interest due, at maturity or on a redemption date, will be paid upon surrender thereof at any office of the Debenture Trustee or as otherwise specified in the Indenture.

Neither the Corporation nor the Underwriters will assume any liability for: (a) any aspect of the records relating to the beneficial ownership of the Debentures held by CDS or any payments relating thereto; (b) maintaining, supervising or reviewing any records relating to the Debentures; or (c) any advice or representation made by or with respect to CDS and contained in this short form prospectus and relating to the rules governing CDS or any action to be taken by CDS or at the direction of a Participant. The rules governing CDS provide that it acts as the agent and depository for the Participants. As a result, Participants must look solely to CDS and Beneficial Owners must look solely to Participants for any payments relating to the Debentures, paid by or on behalf of the Corporation to CDS.

EARNINGS COVERAGE

The following earnings coverages and adjusted earnings coverages are calculated on a consolidated basis for the year ended December 31, 2012 and the twelve month period ended March 31, 2013.

The earnings of the Corporation before interest and income tax expense for the year ended December 31, 2012 and the twelve months ended March 31, 2013 were \$176.0 million and \$186.5 million, respectively. The interest expense for the year ended December 31, 2012 and the twelve months ended March 31, 2013 was \$73.9 million and \$71.2 million, respectively, resulting in a coverage ratio of 2.4 times and 2.6 times, respectively.

After giving effect to this Offering and before any exercise of the Over-Allotment Option, the earnings of the Corporation before interest and income tax expense for the year ended December 31, 2012 and the twelve months ended March 31, 2013 were \$176.0 million and \$186.5 million, respectively. After giving effect to this Offering and before any exercise of the Over-Allotment Option and assuming (i) the net proceeds of the Offering are used to fund the Redemption; and (ii) the Debentures were issued at the start of the year ended December 31, 2012, the pro forma interest expense for the year ended December 31, 2012 and the twelve months ended March 31, 2013, was \$73.6 million and \$70.9 million, respectively, resulting in a coverage ratio of 2.4 times and 2.6 times, respectively.

CAPITALIZATION OF THE CORPORATION

The following table sets forth the consolidated capitalization of the Corporation as at March 31, 2013 before and after giving effect to this Offering and the Redemption:

Designation	Authorized	As at March 31, 2013 before giving effect to the Offering and the Redemption	As at March 31, 2013 after giving effect to the Offering and the Redemption
<i>(in millions)</i>			
Borrowing ⁽¹⁾	—	\$518.6	\$510.9 ⁽²⁾⁽³⁾
5.75% Debentures.....	\$172.5	\$172.5	\$172.5
5.85% Debentures.....	\$75.0	\$25.0	— ⁽³⁾
6.00% Debentures.....	\$172.5	\$150.0	\$150.0
7.5% Debentures.....	\$69.0	\$69.0	— ⁽⁴⁾

7.5% Debentures (2011) .	\$75.0	\$75.0	\$75.0
Debentures.....	\$80.0	—	\$80.0 ⁽⁵⁾
Common Shares.....	Unlimited	\$1,787.5 ⁽⁶⁾	\$1,787.5
		(126.1 million Common Shares) ⁽⁶⁾	(126.1 million Common Shares) ⁽⁶⁾

Notes:

- (1) As at March 31, 2013, Superior LP had a revolving credit facility of \$570 million with eight financial institutions, of which \$205.7 million was outstanding, and outstanding term loans of \$93.4 million, which term bank credits and term loans bear interest at floating and fixed rates, respectively. These term bank credits and term loans are secured by a general charge over all the assets of Superior LP, the General Partner and Superior International Inc. As at March 31, 2013, Superior LP also had debt of \$59.0 million of finance lease obligations, \$150 million in 8.25% senior unsecured debentures, \$7.9 million in accounts receivable factoring program borrowing and \$2.6 million in deferred purchase obligations. As at March 31, 2013, Superior also had \$25.5 million outstanding letters of credit which impact Superior's availability under the Credit Facility. Superior's Consolidated Secured Debt to Compliance EBITDA and Consolidated Debt to Compliance EBITDA as at March 31, 2013, were 1.3 and 1.9, respectively. See "Relationship Among the Corporation and Certain Underwriters" and "Recent Developments".
- (2) Assumes that the net proceeds of the Offering, before any exercise of the Over-Allotment Option, are applied to fund the Redemption and to repay indebtedness under the Credit Facility. If the Over-Allotment Option is exercised in full and the net proceeds are applied to fund the Redemption and to repay indebtedness under the Credit Facility, Superior's borrowing at March 31, 2013 would be approximately \$499.3 million.
- (3) Includes the effect of the redemption by Superior of \$25.0 million aggregate principal amount of 5.85% Debentures which was completed on April 9, 2013 and financed by the Equity Offering.
- (4) Assumes completion of the Redemption.
- (5) Excludes up to \$12.0 million aggregate principal amount of Debentures which may be issued upon exercise of the Over-Allotment Option and \$5.0 million aggregate principal amount of Debentures expected to be issued pursuant to the Private Placement. See "Prior Sales" and "Recent Developments".
- (6) Excludes 109,040 Common Shares issued under the DRIP since March 31, 2013.

DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The following is a summary of the material rights, privileges, restrictions and conditions attaching to the Common Shares and the Preferred Shares of the Corporation.

Common Shares

The holders of Common Shares are entitled to (i) dividends if, as and when declared by the board of directors, (ii) one vote per share at meetings of the holders of Common Shares; and (iii) upon liquidation, dissolution or winding up of Superior, receive pro rata the remaining property and assets of Superior, subject to the rights of shares having priority over the Common Shares.

Preferred Shares

The Preferred Shares are issuable in series and each class of Preferred Shares will have such rights, restrictions, conditions and limitations as the board of directors may from time to time determine. The holders of Preferred Shares will be entitled, in priority to holders of Common Shares, to be paid rateably with holders of each other series of Preferred Shares the amount of accumulated dividends, if any, specified to be payable preferentially to the holders of such series and upon liquidation, dissolution or winding up of Superior, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to holders of such series.

PRIOR SALES

Date of Issuance	Description of Transaction	Number of Securities	Price per Security
June 15, 2012	DRIP Purchases ⁽¹⁾	188,945	\$6.2814
July 13, 2012	DRIP Purchases ⁽¹⁾	207,084	\$6.1332
August 15, 2012	DRIP Purchases ⁽¹⁾	148,026	\$8.1358
September 14, 2012	DRIP Purchases ⁽¹⁾	130,345	\$8.7495
October 15, 2012	DRIP Purchases ⁽¹⁾	140,455	\$8.6697
November 15, 2012	DRIP Purchases ⁽¹⁾	132,705	\$9.1751
December 14, 2012	DRIP Purchases ⁽¹⁾	117,686	\$9.7850
January 15, 2013	DRIP Purchases ⁽¹⁾	114,704	\$10.1669
February 15, 2013	DRIP Purchases ⁽¹⁾	123,876	\$10.4272

<u>Date of Issuance</u>	<u>Description of Transaction</u>	<u>Number of Securities</u>	<u>Price per Security</u>
March 15, 2013	DRIP Purchases ⁽¹⁾	106,248	\$10.7236
April 15, 2013	DRIP Purchases ⁽¹⁾	109,040	\$11.7102

Note:

(1) Represents purchases of Common Shares made pursuant to the terms of Superior's DRIP.

PRICE RANGE AND TRADING VOLUME OF COMMON SHARES

The outstanding Common Shares are traded on the TSX under the trading symbol "SPB". The following table sets forth the high and low price for, and the volume of trading in, the Common Shares on the TSX, as reported by the TSX.

	<u>Volume</u>	<u>Monthly Price Range</u>	
		<u>High</u>	<u>Low</u>
		<u>(\$)</u>	<u>(\$)</u>
Common Shares			
2012			
July	5802569	7.54	6.06
August	4808568	9.45	7.28
September	4719796	9.67	8.41
October	5296949	9.96	8.60
November	4781324	10.28	9.13
December	3000479	10.50	9.85
2013			
January	6627172	11.03	10.20
February	5061261	11.48	10.67
March	12947630	11.95	11.04
April	11479558	13.15	11.78
May	10380132	12.98	11.57
June	7806849	12.43	10.82
July (1-12)	2113323	12.84	12.06

On July 12, 2013, the closing price of the Common Shares on the TSX was \$12.68.

The 5.75% Debentures, 6.0% Debentures, 7.5% Debentures and 7.5% Debentures (2011) are listed and posted for trading on the TSX under the trading symbols "SPB.DB.E", "SPB.DB.F", "SPB.DB.D" and "SPB.DB.G", respectively. The following tables set out the high and low price for, and the volume of trading in, such debentures on the TSX, as reported by the TSX.

	Volume	Monthly Price Range	
		High	Low
		(\$)	(\$)
5.75% Debentures			
2012			
July	17450	92.21	88.52
August	36940	97.51	91.31
September	26630	96.66	94.40
October	124460	98.89	95.00
November	32730	99.40	97.05
December	20360	99.70	98.01

2013			
January	46015	101.65	98.40
February	25840	101.00	100.00
March	6680	103.75	101.76
April	63240	104.99	101.76
May	89750	104.00	101.50
June	24428	102.67	100.14
July (1-12)	14143	102.00	100.10

	Volume	Monthly Price Range	
		High	Low
		(\$)	(\$)
6.0% Debentures			
2012			
July	34670	93.00	88.26
August	35730	97.25	92.00
September	23600	97.05	95.00
October	59160	99.00	95.50
November	39660	99.57	97.25
December	30840	99.75	98.00

2013			
January	48792	102.00	98.99
February	54310	102.18	101.00
March	42720	103.11	102.00
April	64010	106.00	102.90
May	89938	105.70	104.50
June	33067	105.29	100.53
July (1-12)	15707	104.00	101.50

	Volume	Monthly Price Range	
		High	Low
		(\$)	(\$)
7.5% Debentures			
2012			
July	3860	102.38	100.75
August	10850	103.50	101.46
September	19310	103.75	101.50
October	8555	103.80	101.50
November	5320	104.15	103.00
December	1900	103.75	103.00

2013			
January	14380	104.75	103.00
February	23780	103.26	101.89
March	6680	103.75	101.76
April	63240	104.99	101.76
May	89750	104.00	101.50
June	45740	102.25	100.78
July (1-12)	40893	102.00	100.89

	Volume	Monthly Price Range	
		High	Low
		(\$)	(\$)
7.5% Debentures (2011)			
2012			
July	15130	103.45	99.00
August	16990	108.00	102.75
September	35590	109.75	106.00
October	32490	111.00	107.00
November	8060	112.11	109.50
December	5390	113.30	111.25

2013			
January	27710	116.00	112.34
February	13520	116.50	113.30
March	74620	117.24	114.63
April	36370	123.00	115.00
May	76890	121.50	112.50
June	20910	119.98	112.35
July (1-12)	27288	121.58	118.03

PLAN OF DISTRIBUTION

Pursuant to an underwriting agreement dated as of July 2, 2013 (the "**Underwriting Agreement**") among the Corporation and the Underwriters, the Corporation has agreed to issue and sell an aggregate principal amount of \$80,000,000 Debentures to the Underwriters, and the Underwriters have severally agreed to purchase, as principals, such Debentures on the Closing Date or on such other date as may be agreed among the parties to the Underwriting Agreement. Delivery of the Debentures is conditional upon payment on closing of this offering of \$1,000 per Debenture by the Underwriters to the Corporation. The Underwriting Agreement provides that the Corporation will pay to the Underwriters a fee of \$37.50 per Debenture issued and sold by the Corporation, for an aggregate fee payable by the Corporation of \$3,000,000 in consideration for the Underwriters' services in connection with this offering. After the Underwriters have made a reasonable effort to sell all the Debentures offered by this short form prospectus at the offering price specified herein, the offering price may be decreased, and further changed, from time to time, to an amount not greater than the offering price specified herein in accordance with the procedures permitted by National Instrument 44-101 and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Debentures is less than the gross proceeds paid by the Underwriters to the Corporation.

The offering price for the Debentures offered hereunder was determined by negotiation between the Corporation and Scotia Capital Inc. on its own behalf and on behalf of the other Underwriters.

Superior has granted to the Underwriters the Over-Allotment Option to purchase up to 15% of the principal amount of the Debentures issued (or up to an additional \$12,000,000 principal amount of Debentures) at a price of \$1,000 per Debenture (plus accrued interest from the initial closing of the Offering to the closing of the Over-Allotment Option) on the same terms and conditions as the offering of the Debentures, exercisable in whole or in part, in the sole discretion of Scotia Capital Inc., on behalf of the Underwriters, at any time up until 30 days after the closing of the Offering for the purposes of covering the Underwriters' over-allocation position. Debentures issuable upon exercise of the Over-Allotment Option will be issued on the later of closing of the Offering and two business days following exercise of such option. If the Over-Allotment Option is exercised in full, the price to the public, Underwriters' fee and net proceeds to Superior (before deducting expenses of the Offering) will be \$92,000,000, \$3,450,000 and \$88,550,000, respectively (excluding accrued interest paid in respect of such Debentures). This short form prospectus also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Debentures pursuant to the exercise of the Over-Allotment Option.

A purchaser who acquires Debentures forming part of the Underwriters over-allocation position acquires those Debentures under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The Corporation has been advised by the Underwriters that, in connection with this Offering, the Underwriters may effect transactions that stabilize or maintain the market price of the Debentures or the Common Shares at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The obligations of the Underwriters under the Underwriting Agreement are several, and not joint, and may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Debentures if any are purchased under the Underwriting Agreement. If an Underwriter fails to purchase the Debentures which it has agreed to purchase, any one or more of the other Underwriters may, but is not obligated to, purchase such Debentures, subject to certain exceptions.

Superior has agreed with the Underwriters that it will not, for the period commencing July 2, 2013 and ending 90 days after the Closing Date, directly or indirectly, issue, sell or offer to issue or sell or otherwise lend, transfer or dispose of any Common Shares or any securities exchangeable, convertible or exercisable into Common Shares or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares, whether any such transaction is settled by delivery of Common Shares or convertible debentures of the Corporation or other securities, in cash or otherwise, or announce an intention to do any of the foregoing, with the exception of securities issued in connection with the exchange, transfer, conversion or exercise rights of outstanding securities, or existing commitments to issue securities, pursuant to a dividend reinvestment plan of the Corporation, hedging activities connected to the Corporation's long term incentive plan or in connection with acquisitions, without the consent of Scotia Capital Inc., on behalf of the Underwriters, such consent not to be unreasonably withheld.

Subscriptions for Debentures will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without prior notice. The Debentures will be issued in "book-entry only" form and must be purchased or transferred through a participant in the depository service of CDS. See "Details of the Offering".

The TSX has conditionally approved the listing of the Debentures and the Common Shares issuable on conversion, redemption or maturity of the Debentures on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX on or before October 4, 2013.

There is currently no market through which the Debentures may be sold and purchasers may not be able to resell the Debentures purchased under this short form prospectus.

The Debentures and the Common Shares issuable upon the conversion, redemption or maturity of the Debentures (collectively, the "**Securities**") issued or made subject to issuance under this offering have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**1933 Act**") or any state securities laws, and accordingly may not be offered or sold within the United States except in transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws.

Except as permitted in the Underwriting Agreement and as expressly permitted by applicable laws of the United States, the Underwriters will not offer or sell the Securities within the United States. The Underwriting Agreement permits the Underwriters to offer and resell the Securities that they have acquired pursuant to the Underwriting Agreement to qualified institutional buyers (as defined in Rule 144A under the 1933 Act ("**Rule 144A**")), in the United States, provided such offers and sales are made in transactions exempt from the registration requirements of the 1933 Act in accordance with Rule 144A. The Underwriting Agreement also provides that the Underwriters will offer and sell the Securities outside the United States only in accordance with Regulation S under the 1933 Act.

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Securities within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the 1933 Act. Except in certain limited circumstances, including, without limitation, with respect to Debentures sold pursuant to Rule 144A under the 1933 Act, which shall be represented by definitive, physical certificates registered in the names of the purchasers thereof: (i) the securities issued hereunder will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS; (ii) certificates evidencing the securities issued hereunder will not be issued to subscribers; and (iii) subscribers will receive only a customer confirmation from the Underwriter or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the securities issued hereunder are purchased. Subscribers who are not issued a certificate evidencing the securities issued hereunder which are subscribed for by them at closing are entitled under the CBCA to request that a certificate be issued in their name. Such a request will need to be made through the CDS participant through whom the beneficial interest in the securities are held at the time of the request.

RELATIONSHIP AMONG THE CORPORATION AND CERTAIN UNDERWRITERS

Scotia Capital Inc., TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc. and National Bank Financial Inc. are each, directly or indirectly, a wholly-owned or majority-owned subsidiary of a Canadian chartered bank which is a lender to Superior and its subsidiaries (the "**lenders**") under the Credit Facility. Accordingly, the Corporation may be considered to be a connected issuer of each of these Underwriters under applicable securities legislation. The net proceeds of this Offering will be used by Superior initially to repay indebtedness under the Credit Facility which will then be available to be drawn as required for the Redemption and for working capital and/or general corporate purposes. See "Use of Proceeds" and "Recent Developments".

As at July 12, 2013, \$187.4 million was owed to the lenders under Superior's Credit Facility. Superior is in compliance with all terms of the agreements governing the Credit Facility and none of the lenders has waived any breach by Superior of such agreements since their execution. Neither the financial position of Superior nor the value of the security under the Credit Facility has changed substantially and adversely since the indebtedness under each of the facilities was incurred. The indebtedness under the Credit Facility is secured by a general charge over all of the assets of Superior LP.

The decision to distribute the Debentures offered hereby and the determination of the terms of the distribution were made through negotiations primarily between Scotia Capital Inc. on its own behalf and on behalf of the other Underwriters. The lenders under the Credit Facility did not have any involvement in such decision or determination, but have been advised of the issuance and the terms thereof. As a consequence of this Offering, each of Scotia Capital Inc., TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc. and National Bank Financial Inc. will receive its share of the Underwriters' fee and each of the lenders will receive a portion of the proceeds from this Offering from the Corporation as a repayment of outstanding indebtedness under the Credit Facility. See "Use of Proceeds".

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Norton Rose Fulbright Canada LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters, (collectively, "**Counsel**") the following summary describes the principal Canadian federal income tax considerations pursuant to the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**") generally applicable to a holder who acquires Debentures pursuant to this offering and who, for purposes of the Tax Act and at all relevant times, holds the Securities as capital property and deals at arm's length with the Corporation and the Underwriters and is not affiliated with the Corporation. Generally, the Securities will be considered to be capital property to a holder provided the holder does not hold the Securities in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure in the nature of trade. Certain holders who might not otherwise be considered to hold their Debentures and Common Shares as capital property may, in certain circumstances, be entitled to have the Debentures and Common Shares, and all other "Canadian securities" (as defined in the Tax Act) owned by such holders, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

This summary is not applicable to (i) a holder that is a "financial institution", as defined in the Tax Act for the purposes of the mark-to-market rules, (ii) a holder an interest in which would be a "tax shelter investment" as defined in the Tax Act, (iii) a holder that is a "specified financial institution" as defined in the Tax Act or (iv) a holder whose functional currency for the purposes of the Tax Act is the currency of a country other than Canada. Any such holder should consult its own tax advisor with respect to an investment in the Debentures.

This summary is based upon the provisions of the Tax Act and the Regulations in force as of the date hereof, all specific proposals to amend the Tax Act that have been publicly announced prior to the date hereof (the "**Proposed Amendments**") and Counsel's understanding of the current published administrative practices of the CRA. This summary assumes the Proposed Amendments will be enacted in the form proposed; however, no assurance can be given that the Proposed Amendments will be enacted in the form proposed, if at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account any changes in the law, whether by legislative, governmental or judicial action, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder or prospective holder of Debentures, and no representations with respect to the income tax consequences to any holder or prospective holder are made. Consequently, holders and prospective holders of Debentures should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring Debentures pursuant to this offering, having regard to their particular circumstances.

Holders Resident in Canada

The following discussion applies to a holder of Securities who, at all relevant times, for purposes of the Tax Act and any applicable income tax treaty or convention, is resident in Canada (a "**Resident Holder**").

Taxation of Interest on Debentures

A Resident Holder of Debentures that is a corporation, partnership, unit trust or any trust of which a corporation or a partnership is a beneficiary will be required to include in computing its income for a taxation year any interest on the Debentures that accrues to it to the end of the particular taxation year or that has become receivable by or is received by the Resident Holder before the end of that taxation year, except to the extent that such interest was included in computing the Resident Holder's income for a preceding taxation year.

Any other Resident Holder, including an individual, will be required to include in computing income for a taxation year all interest on the Debentures that is received or receivable by the Resident Holder in that taxation year (depending upon the method regularly followed by the Resident Holder in computing income), except to the extent that the interest was included in the Resident Holder's income for a preceding taxation year. In addition, if at any time a Debenture should become an "investment contract" (as defined in the Tax Act) in relation to a Resident

Holder, such Resident Holder will be required to include in computing income for a taxation year any interest that accrues to the Resident Holder on the Debenture up to any "anniversary day" (as defined in the Tax Act) in that year to the extent such interest was not otherwise included in the Resident Holder's income for that year or a preceding year.

A Resident Holder of Debentures that throughout the relevant taxation year is a "Canadian-controlled private corporation", as defined in the Tax Act, may be liable to pay the refundable tax of 6 2/3% on its "aggregate investment income", which is defined in the Tax Act to include interest income.

Exercise of Conversion Privilege

Generally, a Resident Holder who converts a Debenture into Common Shares (or Common Shares and cash delivered in lieu of a fraction of a Common Share) pursuant to the conversion privilege will be deemed not to have disposed of the Debenture and, accordingly, will not be considered to realize a capital gain (or capital loss) on such conversion. Under the current administrative practice of the CRA, a Resident Holder who, upon conversion of a Debenture, receives cash not in excess of \$200 in lieu of a fraction of a Common Share may either treat this amount as proceeds of disposition of a portion of the Debenture, thereby realizing a capital gain (or capital loss), or reduce the adjusted cost base of the Common Shares that the Resident Holder receives on the conversion by the amount of the cash received.

Upon a conversion of a Debenture, interest accrued thereon to the date of conversion will generally be included in computing the income of the Resident Holder as described above under "Taxation of Interest on Debentures".

The aggregate cost to a Resident Holder of the Common Shares acquired on the conversion of a Debenture will generally be equal to the aggregate of the Resident Holder's adjusted cost base of the Debenture immediately before the conversion. The adjusted cost base to a Resident Holder of Common Shares at any time will be determined by averaging the cost of such Common Shares with the adjusted cost base of any other Common Shares owned by the Resident Holder as capital property at the time.

Where a Resident Holder has exercised its conversion privilege in respect of a Debenture and the Corporation pays cash to the Resident Holder in accordance with the Cash Conversion Option, the Resident Holder will be considered to have disposed of the Debenture for proceeds of disposition equal to the amount of cash consideration so received (except any cash received in satisfaction of accrued interest). In such circumstances, the Resident Holder will be subject to the tax treatment described below under "Disposition of Debentures".

Disposition of Debentures

A disposition or deemed disposition of a Debenture by a Resident Holder, including a redemption, payment on maturity or pursuant to the Cash Conversion Option or purchase for cancellation but not including the conversion of a Debenture into Common Shares pursuant to the Resident Holder's right of conversion as described above, will generally result in the Resident Holder realizing a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition (adjusted as described below) are greater (or less) than the aggregate of the Resident Holder's adjusted cost base thereof and any reasonable costs of disposition. Such capital gain (or capital loss) will be subject to the tax treatment described below under "Taxation of Capital Gains and Capital Losses".

If the Corporation pays any amount upon the redemption, purchase or maturity of a Debenture by issuing Common Shares to the Resident Holder, the Resident Holder's proceeds of disposition of the Debenture will be equal to the fair market value, at the time of disposition of the Debenture, of the Common Shares and any other consideration so received, but not including amounts in respect of interest, as described below. The Resident Holder's adjusted cost base of the Common Shares so received will be equal to the fair market value of such Common Shares. The adjusted cost base to a Resident Holder of Common Shares at any time will be determined by averaging the cost of such Common Shares with the adjusted cost base of any other Common Shares owned by the Resident Holder as capital property at that time.

Upon a disposition or deemed disposition of a Debenture, interest accrued thereon to the date of disposition will be included in computing the income of the Resident Holder as described above under "Taxation of Interest on Debentures", and will be excluded in computing the Resident Holder's proceeds of disposition of the Debenture.

Disposition of Common Shares

A disposition or a deemed disposition of a Common Share by a Resident Holder (except to the Corporation) will generally result in the Resident Holder realizing a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share are greater (or less) than the aggregate of the Resident Holder's adjusted cost base thereof and any reasonable costs of disposition. Such capital gain (or capital loss) will be subject to the tax treatment described below under "Taxation of Capital Gains and Capital Losses".

Taxation of Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder in a taxation year must be included in the Resident Holder's income for the year, and one-half of any capital loss (an "**allowable capital loss**") realized by a Resident Holder in a taxation year must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition of a Common Share may be reduced by the amount of dividends received or deemed to be received by it on such Common Share (or on a share for which the Common Share has been substituted) to the extent and under the circumstances described by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly or indirectly, through a partnership or a trust.

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation", as defined in the Tax Act, may be liable to pay the refundable tax of 6 2/3% on its "aggregate investment income", which is defined to include taxable capital gains.

Receipt of Dividends on Common Shares

A Resident Holder will generally be required to include in computing its income for a taxation year any dividends received (or deemed to be received) on Common Shares.

In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit rules for "eligible dividends". Eligible dividends will generally include dividends paid by taxable Canadian corporations, such as the Corporation, where those dividends have been designated as "eligible dividends" by the corporation at or prior to the time the dividends are paid. There are limitations on the ability of a corporation to designate dividends as eligible dividends. Counsel has been advised that the Corporation intends to designate all dividends paid on the Common Shares as eligible dividends for these purposes.

Taxable dividends received by an individual (including certain trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act.

In the case of a Resident Holder that is a corporation, dividends received (or deemed to be received) on Common Shares by the Resident Holder will generally be included in the Resident Holder's gross income for the taxation year in which such dividends are received and will generally be deductible in computing the Resident Holder's taxable income. A "private corporation", as defined in the Tax Act, or any other corporation controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), may be liable to pay a refundable tax of 33 1/3% under Part IV of the

Tax Act on dividends received (or deemed to be received) on Common Shares to the extent such dividends are deductible in computing taxable income for the year.

Holders Not Resident in Canada

The following discussion applies to a holder of Securities who, at all relevant times, for purposes of the Tax Act and any applicable income tax treaty or convention: (i) is neither resident nor deemed to be resident in Canada; (ii) does not, and is not deemed to, use or hold Securities in carrying on a business in Canada; (iii) is not a "specified shareholder" of the Corporation for purposes of subsection 18(5) of the Tax Act or a person who does not deal at arm's length with such a specified shareholder; and (iv) deals at arm's length with any transferee that is resident in Canada for purposes of the Tax Act to whom the holder disposes of a Debenture (a "**Non-Resident Holder**"). In addition, this discussion does not apply to an insurer who carries on an insurance business in Canada and elsewhere or an authorized foreign bank (as defined in the Tax Act).

Taxation of Interest on Debentures

A Non-Resident Holder will generally not be subject to Canadian withholding tax in respect of amounts paid or credited or deemed to have been paid or credited by the Corporation as, on account or in lieu of payment of, or in satisfaction of, interest or principal on the Debentures.

Exercise of Conversion Privilege

The conversion of a Debenture into Common Shares only on the exercise of a conversion privilege by a Non-Resident Holder will generally be deemed not to constitute a disposition of the Debenture and, accordingly, a Non-Resident Holder will not realize a gain or a loss on such conversion.

Where a Non-Resident Holder has exercised its conversion privilege in respect of a Debenture and the Corporation pays cash to the Non-Resident Holder in accordance with the Cash Conversion Option, the Non-Resident Holder will be considered to have disposed of the Debenture for proceeds of disposition equal to the amount of cash so received (except cash received in satisfaction of accrued interest). In such circumstances, the Non-Resident Holder will be subject to the tax treatment described below under "Disposition of Debentures and Common Shares".

Disposition of Debentures and Common Shares

A Non-Resident Holder will not generally be subject to tax under the Tax Act on a disposition of a Debenture (including as a result of a redemption, payment on maturity or pursuant to the Cash Conversion Option or purchase for cancellation) or a Common Share, as the case may be, unless the Debenture or Common Share constitutes "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention.

As long as the Common Shares are then listed on a designated stock exchange (which currently includes the TSX), the Debentures and the Common Shares generally will not constitute taxable Canadian property of a Non-Resident Holder unless at any time during the 60-month period immediately preceding the disposition of the Debenture or Common Share, as the case may be: (i) the Non-Resident Holder, persons not dealing at arm's length with such Non-Resident Holder or the Non-Resident Holder together with all such persons, owned 25% or more of the issued shares of any class or series of shares of the capital stock of the Corporation; and (ii) more than 50% of the fair market value of the Common Shares was derived directly or indirectly, from one or any combination of real or immovable property situated in Canada, Canadian resource property, timber resource property, or any option in respect of, or interests in, such properties.

Receipt of Dividends on Common Shares

Where a Non-Resident Holder receives or is deemed to receive a dividend on Common Shares, the amount of such dividend will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless the rate is reduced under the provisions of an applicable income tax convention between Canada and the Non-

Resident Holder's country of residence. Where the Non-Resident Holder is a resident of the United States who is entitled to benefits under the Canada-United States Income Tax Convention (1980) and is the beneficial owner of the dividends, the rate of Canadian withholding tax applicable to dividends is generally reduced to 15%.

RISK FACTORS

An investment in Debentures is subject to certain risks. Investors should consider the following risk factors prior to making an investment in the Debentures. Investors should also carefully consider the risks described under "Risk Factors to Superior" in the Management's Discussion and Analysis of financial results and financial condition of the Corporation for the year ended December 31, 2012 and under the heading "Risk Factors" in the AIF which are incorporated herein by reference.

Risks Relating to Debentures

Market for Securities

There is currently no market through which the Debentures may be sold and there is no guarantee that an active trading market will develop. Accordingly, purchasers may not be able to resell Debentures purchased under this short form prospectus. This may affect the pricing of the Debentures in the secondary market, the transparency and the availability of trading prices and the liquidity of the Debentures. There can be no assurance that an active trading market will develop for the Debentures after the Offering, or if developed, that such a market will be sustained at the offering price.

Prior Ranking Indebtedness

The Debentures will be subordinate to all Senior Indebtedness of Superior and to any indebtedness of trade creditors of Superior. The Debentures will also be effectively subordinate to claims of creditors of Superior's subsidiaries except to the extent Superior is a creditor of such subsidiaries ranking at least pari passu with such other creditors.

Absence of Covenant Protection

The Indenture will not restrict Superior from incurring additional indebtedness for borrowed money or from mortgaging, pledging or charging its properties to secure any indebtedness. The Indenture will not contain any provision specifically intended to protect holders of the Debentures in the event of a future leveraged transaction involving Superior.

Possible Dilutive Effects on Holders of Common Shares

Superior may determine to redeem outstanding Debentures for Common Shares or repay outstanding principal amounts of the Debentures at maturity by issuing additional Common Shares. Accordingly, holders of Common Shares may suffer dilution.

Investment Eligibility

The Corporation will endeavour to ensure that the Debentures and the Common Shares issuable upon the conversion, redemption or maturity of the Debentures continue to be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans (except, in the case of Debentures, a deferred profit sharing plan to which the Corporation, or an employer that does not deal at arm's length with the Corporation, has made a contribution), registered education savings plans, registered disability savings plans and tax free savings accounts. No assurance can be given in this regard. The Tax Act (as defined herein) imposes penalties for the acquisition or holding of non-qualified investments.

Cash Conversion Option

The Debentures, although generally convertible into Common Shares at the Conversion Price, have a feature pursuant to which Superior can elect to satisfy its obligation under the conversion right of investors by paying cash. Investors should be aware that the value paid pursuant to the Cash Conversion Option can be less than the principal amount of the Debentures as the calculation is based on the trading prices of the Common Shares commencing on the third day following the date of conversion and the number of Common Shares used to determine the cash value is based on the Conversion Price (which may be higher than the trading price). Holders should also be aware that there are different tax consequences of receiving cash pursuant to the Cash Conversion Option and receiving Common Shares pursuant to the conversion feature. See "Certain Canadian Federal Income Tax Consequences".

Superior's election to deliver cash in respect of the conversion obligation as described under "Details of the Offering - Cash Conversion Option" may: (a) result in holders receiving no Common Shares upon conversion; (b) result in tax liability that would otherwise be deferred upon a conversion of Debenture until the Common Shares received on conversion were sold, and (c) delay holders' receipt of the consideration due upon conversion. Pursuant to the Cash Conversion Option, Superior will pay the cash consideration due upon conversion of the Debentures as soon as practicable, but in any event no later than the third business day after the last trading day in the Observation Period, which will generally be 15 trading days after the date holders surrender their Debentures for conversion.

If Superior has elected to deliver cash in respect of the conversion obligation, because the consideration due upon conversion is based on the trading prices of the Common Shares during the Observation Period, any decrease in the price of the Common Shares after a holder surrenders the Debentures for conversion may significantly decrease the value of the consideration a holder receives upon conversion.

ELIGIBILITY FOR INVESTMENT

In the opinion of Norton Rose Fulbright Canada LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters, on the basis of the applicable legislation in effect on the date hereof, the Debentures, if issued on the date hereof, would be qualified investments under the Tax Act for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), deferred profit sharing plans (except, in the case of Debentures, a deferred profit sharing plan to which the Corporation, or an employer that does not deal at arm's length with the Corporation, has made a contribution), registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSA**") (collectively, "**Deferred Plans**"). Common Shares issuable upon the conversion, redemption or maturity of the Debentures, if issued on the date hereof, would be qualified investments under the Tax Act for Deferred Plans.

Notwithstanding that the Securities may be qualified investments for a trust governed by an RRSP, RRIF or a TFSA, the annuitant under an RRSP or RRIF or the holder of a trust governed by a TFSA may be subject to a penalty tax if such Securities are a "prohibited investment" for the RRSP, RRIF or TFSA within the meaning of the Tax Act. The Securities, if issued on the date hereof, would not be a "prohibited investment" for trusts governed by a TFSA, RRSP, or RRIF unless the holder of the TFSA or the annuitant under the RRSP or RRIF, as applicable, (i) does not deal at arm's length with the Corporation for purposes of the Tax Act, (ii) has a "significant interest" as defined in the Tax Act in the Corporation, or (iii) has a "significant interest" as defined in the Tax Act in a corporation, partnership or trust with which the Corporation does not deal at arm's length for purposes of the Tax Act. Proposed amendments to the Tax Act released on December 21, 2012 (the "**December 2012 Proposals**") propose to delete the condition in (iii) above.

Prospective investors who intend to hold Securities in their RRSP, RRIF or TFSA should consult their own tax advisers regarding whether the Securities will be a prohibited investment in their particular circumstances, including with respect to the December 2012 Proposals.

LEGAL MATTERS

Certain legal matters in connection with the issuance of the securities offered hereby will be passed upon on behalf of the Corporation by Norton Rose Fulbright Canada LLP and on behalf of the Underwriters by Dentons Canada LLP.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Deloitte LLP, Chartered Accountants, Suite 700, 850 – 2nd St. S.W., Calgary, Alberta, T2P 0R8.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices in Calgary, Alberta and Toronto, Ontario.

INTERESTS OF EXPERTS

As of the date hereof, the partners and associates of each of Norton Rose Fulbright Canada LLP, as a group, and Dentons Canada LLP, as a group, beneficially own, directly or indirectly, less than 1% of the Common Shares of the Corporation. Deloitte LLP is independent of the Corporation within the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

PURCHASERS' CONTRACTUAL RIGHTS

Original purchasers of Debentures will have a contractual right of rescission against the Corporation in respect of the conversion of such Debentures. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion of the Debentures, upon surrender of the Common Shares or cash gained thereby, in the event that this short form prospectus contains a misrepresentation, provided that the right of rescission is exercised within 180 days of the date of the purchase of the Debentures under this short form prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 203 of the *Securities Act* (Alberta) and is in addition to any other right or remedy available to original purchasers under section 203 the *Securities Act* (Alberta) or otherwise at law.

Original purchasers of Debentures are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible security that was purchased under a prospectus, and therefore a further payment at the time of conversion may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights, or consult with a legal advisor.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

Date: July 15, 2013

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada.

SUPERIOR PLUS CORP.

(Signed) LUC DESJARDINS
President and Chief Executive Officer

(Signed) WAYNE M. BINGHAM
Executive Vice-President and Chief Financial Officer

(Signed) ROBERT J. ENGBLOOM
Director

(Signed) VALENTIN MIROSH
Director

CERTIFICATE OF THE UNDERWRITERS

Date: July 15, 2013

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada.

SCOTIA CAPITAL INC.

(Signed) BRETT UNDERSHUTE

TD SECURITIES INC.

(Signed) ALEC W.G. CLARK

BMO NESBITT BURNS INC.

(Signed) JEFFREY P. WATCHORN

CIBC WORLD MARKETS INC.

(Signed) CHRISTOPHER FOLAN

NATIONAL BANK FINANCIAL INC.

(Signed) IAIN WATSON

CORMARK SECURITIES INC.

(Signed) JEFF KENNEDY