

13.2.2 Toronto Stock Exchange – Notice of Housekeeping Rule Amendments – Housekeeping Amendments to the TSX Company Manual – Requirements Respecting Share Certificates

TORONTO STOCK EXCHANGE

NOTICE OF HOUSEKEEPING RULE AMENDMENTS

HOUSEKEEPING AMENDMENTS TO THE TORONTO STOCK EXCHANGE (“TSX”) COMPANY MANUAL

**Introduction**

In accordance with the Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 (the “Protocol”), TSX has adopted, and the Ontario Securities Commission has approved, amendments (the “Amendments”) to the TSX Company Manual (the “Manual”). The Amendments are Housekeeping Rules under the Protocol and therefore have not been published for comment. The Ontario Securities Commission has not disagreed with the categorization of the Amendments as Housekeeping Rules.

**Reasons for the Amendments**

TSX requirements regarding security certificates can be found in Appendix D – Toronto Stock Exchange Policies and Forms – Requirements Respecting Share Certificates of the Manual (“Appendix D”). Over the past years, there have been many changes regarding how investors hold their securities and, more specifically, the move towards dematerialization (from physical certificates to electronic book keeping) has accelerated.

To improve the efficiency and cost effectiveness of the Canadian capital markets, CDS Clearing and Depository Services Inc. (“CDS”) has committed to eliminating physical security certificates (dematerialization) for both existing issues within CDS’ vaults and the issuance of new securities. Dematerialization reduces overall processing and holding costs for securities transactions while lowering the risk and eliminating the potential cost of replacing lost certificates. In fact, Canada bonds and T-bills are fully dematerialized, and Australia, Denmark, France, Japan, New Zealand and South Africa have also fully dematerialized their securities.<sup>1</sup>

TSX is amending the Manual to reflect current trends towards increased dematerialization and to provide accurate information and guidance to listed issuers and their advisers of various TSX requirements with respect to security certificates. Other ancillary and related housekeeping changes are also being made to the Manual to implement these Amendments.

**Summary of the Amendments**

1. **Amendments to Appendix D.** Appendix D is being amended to reflect the following forms of evidence of security ownership:
  - a. **Certificated Issue – BEO:** The listed securities are under a CDS book-entry only (“BEO”) services agreement and are represented by a physical global certificate held under custody at CDS.
  - b. **Uncertificated Issue – BEO:** The listed securities are under a CDS BEO services agreement and are held uncertificated at a CDS approved transfer agent. The appointed transfer agent acts as the custodian of the listed securities in CDSX, the automated clearing and settlement system administered by CDS.
  - c. **Uncertificated Issue – Non-Certificated Inventory (“NCI”):** The listed securities are held by registered owners through a CDS approved transfer agent who acts as the custodian of the securities in the CDSX system. Registered owners may require the transfer agent to issue physical certificates.
  - d. **Direct Registration System (“DRS”):** Form of registration that allows listed securities to be held in electronic form without having a physical security certificate issued as evidence of ownership.
2. **Part I – Definitions.** The following definitions will be added:
  - a. **BEO** – book-entry-only system maintained by CDS;
  - b. **CDSX** – automated clearing and settlement system administered by CDS; and
  - c. **STAC** – Securities Transfer Association of Canada.

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<sup>1</sup> The Canadian Depository for Securities Limited, “Countdown to dematerialization” *CDS inMotion* 5 (October 2008).

3. **Section 347 – Transfer and Registration of Securities.** This section is amended to provide that a TSX listed issuer may appoint a transfer agent and registrar with a principal office in any of Vancouver, Calgary, Montréal or Halifax, in addition to Toronto. This amendment will align TSX requirements with those of TSX Venture Exchange. The section will also clarify the requirements to appoint a registrar and transfer agent for issuers incorporated in the United States.
4. **Section 349 – Security Certificates.** General requirements regarding evidence of security ownership.
5. **Section 350 – Security Certificates.** Clarification of requirements for issuers incorporated in the United States. Ancillary and housekeeping amendments.
6. **Section 468 – Change in Security Certificate.** Ancillary and housekeeping amendments.
7. **Section 619 – Name or Symbol Changes.** Amendment to clarify that TSX requires an unqualified confirmation letter from CDS regarding the CUSIP confirmation. Ancillary and housekeeping amendments.
8. **Section 620 – Stock Split.** Amendment specifies that a board resolution must be filed when no amendment to the articles is required. Ancillary and housekeeping amendments.
9. **Section 621 – Stock Consolidation.** Clarification of distribution requirements for stock consolidations (continued listed requirements found in Section 712 of the Manual). Ancillary and housekeeping amendments. Amendment to remove the requirements that security certificates on a post consolidated basis must be of a different color. That requirement is no longer necessary given the change of CUSIP when there is a consolidation and increased dematerialization.
10. **Section 622 – Security Reclassification (with no stock split).** Ancillary and housekeeping amendments.
11. **Section 623 – Supplemental Listing.** Amendment to clarify what will be accepted as evidence of satisfactory distribution. Ancillary and housekeeping amendments.
12. **Listing Agreement.** Amendments regarding the location of transfer and registration facilities. Amendment regarding the number of copies of financial statements to be filed.

**Listing Application.** Ancillary amendments regarding the requirements for security certificates and CUSIP confirmations. Housekeeping amendments to update various links and make language consistent.

#### **Text of the Amendments**

The Amendments to the Manual are set out as blacklined text at **Appendix A**. For ease of reference, a clean version of the Amendments to the Manual is set out at **Appendix B**.

#### **Timing and Transition**

The Amendments become effective today, **May 21, 2015**. However, TSX will continue to accept the Listing Application and the Listing Agreement in previous form until **May 31, 2015**. After **May 31, 2015**, the new Listing Application and Listing Agreement will be required.

**APPENDIX A  
BLACKLINES OF NON-PUBLIC INTEREST AMENDMENTS**

**Appendix D**

**Toronto Stock Exchange Policies and Forms Evidence of Security Ownership**

**I. Requirements Respecting Share Certificates**

Listed companies that qualify for the use of the book entry only system administered by the Canadian Depository for Securities Limited need only provide the Exchange with a copy of their global certificate. All other listed companies must satisfy Exchange requirements for generic certificates or customized share certificates as detailed below.

As provided in Section 349, this Appendix D sets out the requirements regarding evidence of security ownership.

Evidence of security ownership may take various forms. The table below describes these forms of evidence of ownership and provides TSX's corresponding filing requirements.

<b><u>Evidence of Security Ownership</u></b>	<b><u>TSX Filing Requirements</u></b>
<p><u>Certificated Issue:</u></p> <p><u>The listed securities are represented by one or more physical certificates held in registered form.</u></p>	<p><u>Issuer must file:</u></p> <ul style="list-style-type: none"> <li>• <u>Colour copy of the generic certificate along with a letter from the issuing entity confirming that it meets the STAC requirements (see section II below); or</u></li> <li>• <u>Specimen of the customized security certificate (see section III below).</u></li> </ul>
<p><u>Certificated Issue – BEO:</u></p> <p><u>The listed securities are subject to a CDS BEO securities services agreement and are represented by a physical global certificate held under custody at CDS.</u></p>	<p><u>Issuer must file:</u></p> <ul style="list-style-type: none"> <li>• <u>Copy of the global certificate issued to CDS.</u></li> </ul>
<p><u>Uncertificated Issue – BEO:</u></p> <p><u>The listed securities are subject to a CDS BEO securities services agreement and are held uncertificated at a CDS approved transfer agent. The appointed transfer agent acts as the custodian of the listed securities in the CDSX system.</u></p>	<p><u>Issuer must file:</u></p> <ul style="list-style-type: none"> <li>• <u>Confirmation from the appointed transfer agent that the uncertificated issue is eligible for BEO.</u></li> </ul>
<p><u>Uncertificated Issue – Non-Certificated Inventory (NCI):</u></p> <p><u>The listed securities are held by registered owners through a CDS approved transfer agent acting as the custodian of the securities in the CDSX system. Registered owners may require the transfer agent to issue physical certificates.</u></p>	<p><u>Issuer must file:</u></p> <ul style="list-style-type: none"> <li>• <u>Colour copy of the generic certificate along with a letter from the issuing entity confirming that it meets the STAC requirements (see section II below); or</u></li> <li>• <u>Specimen of the customized security certificate (see section III below).</u></li> </ul>
<p><u>Direct Registration System (DRS):</u></p> <p><u>Form of registration that allows listed securities to be held in electronic form without having a physical security certificate issued as evidence of ownership.</u></p>	<p><u>Issuer must file:</u></p> <ul style="list-style-type: none"> <li>• <u>Confirmation from the appointed transfer agent that the securities are held through a DRS operated by the appointed transfer agent.</u></li> </ul>

## II.     **Generic Certificates**

Listed ~~companies~~issuers may use generic certificates that comply with the ~~Security Transfer Association of Canada~~STAC requirements (“~~the~~ “STAC Requirements”). When proposing to use generic certificates, ~~the listed company~~issuers must provide ~~the Exchange~~TSX with a definitive specimen of the certificate ~~and~~ a generic certificate produced on demand together with a letter from the issuing transfer agent confirming that the generic certificate is in compliance with all STAC Requirements. Listed ~~companies~~issuers interested in using generic certificates and obtaining information on STAC Requirements should contact their transfer agent.

## III.     **Customized ShareSecurity Certificates**

### **Exempt Issuers – Industrial Category**

#### **General**

1. All certificates representing ~~shares~~listed securities of Industrial ~~companies~~issuers listed on ~~The Toronto Stock Exchange~~an exempt basis shall be printed in a manner acceptable to ~~the Exchange~~TSX by a recognized bank note company (or its affiliates) which has been approved by ~~the Exchange~~TSX for this purpose.
2. All ~~share~~security certificates shall be 12” × 8” (30.48 cm. × 20.32 cm.) in size.
3. All dies, rolls, plates and other engravings used in the manufacture of certificates shall, at all times, be and remain in the possession of the producing bank note company.
4. The design of ~~share~~security certificates shall include:
  - a) a vignette;
  - b) a “title” or ~~corporate~~legal name of the listed issuer;
  - c) a general or promissory text;
  - d) a colour panel or panels, or a colour border in lathe pattern, of not less than 10 square inches in total area;
  - e) a space to indicate ownership and denomination, generally referred to as the “open throat” area;
  - f) a printed underlay in black or in colour in the area of the “open throat”;
  - g) a printed underlay in colour other than black in the area of the general or promissory text;
  - h) a CUSIP number (~~obtainable from The Canadian Depository for Securities~~as provided in Section 350 of the Manual);
  - i) a prominent indication of the class of ~~shares~~securities to which the certificate refers;
  - j) a denomination “counter” separate and distinct from the “open throat” area;
  - k) a transferability clause, indicating where certificates are transferable;
  - l) the names of the transfer agent(s) and registrar(s), if other than the issuing company;
  - m) original or facsimile signatures of one or more officers of the listed issuer;
  - n) a document control or serial number; and
  - o) the name of the bank note company producing the certificate.
5. Certificates shall provide for transfer and registration in ~~Toronto~~the principal office of, one or more, of the cities of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia. When ~~shares~~securities are transferable in ~~other cities~~more than one city, the certificates shall be identical in colour and design ~~with the Toronto certificates~~, except as to the names of the transfer agent and registrar, as the case may be, and shall bear a legend naming all cities where transferable.

6. Where a single denomination certificate is issued, it shall be completed in accordance with the above requirements using a penetrating ink ribbon.
7. The denomination of a sharesecurity certificate shall be indicated:
  - a) in the upper right-hand quadrant of the certificate in an area bearing an underlay of fine intaglio lines;
    - i) in the case of a board lot certificate by printing in numerical form; or
    - ii) in the case of a certificate for less than 100 sharessecurities by computer printing or typewriting using a penetrating ink ribbon or by a process of paper maceration in numerical form.
  - b) in the “open throat” area;
    - i) by computer printing or typewriting using a penetrating ink ribbon in alphabetized form; or
    - ii) by a process of paper maceration in numerical form.

Where a single denomination sharesecurity certificate is issued, the denomination shall be indicated by using a penetrating ink ribbon to express the denomination numerically in the “open throat” area using the matrix concept in which the number is inscribed in successively staggered positions on five consecutive lines or, alternatively, using a process of paper maceration in which the number is inscribed in a single line.

8. ShareSecurity certificates shall be printed on paper produced exclusively for use by a bank note company, containing a multi-toned and multi-directional watermark design acceptable to ~~the Exchange~~ TSX.

#### **Intaglio Content**

9. ShareSecurity certificates shall be so printed that:
  - a) an intaglio printing in colour other than black is made of the border or panel portions of the design, and of an underlying tint in the denomination “counter”;
  - b) an intaglio printing in black is made of the vignette, the general or promissory text and the ~~corporate~~ legal name of the listed issuer;
  - c) an intaglio printing is made of wording or an abridgement of words in micro lettering of a size below normal readable limits, and in repetition.

For the purpose of these regulations, intaglio printing is defined as that process commonly used in bank note production in which ink is transferred to the paper from line engravings.

10. Where a companylisted issuer has two or more classes of stocksecurities listed, the certificates representing the different classes shall be substantially different in colour, as produced by the intaglio printing.
11. The general or promissory text shall be produced from line engravings in “script” style lettering.

#### **Vignettes**

12. Vignettes shall be at least 3.1 square inches (20 square centimeters) in area, and shall display a wide range of tonal quality from very light to very heavy lines, with ample content of middle tones and graduating shades. They shall consist of lines of differing vertical dimensions, some of which shall measure 25 microns perpendicular to the normal plane of paper.
13. Vignette designs shall not consist of a monogram, trade mark or other companylisted issuer symbol only, but shall include some plainly discernible features of at least a part of the human form.

#### **Miscellaneous**

14. A form of assignment shall be printed legibly on the back of each certificate in a colour other than black.
15. No impression shall be made on the face of a sharesecurity certificate by means of a hand stamp, except to inscribe a date or the name of the registered holder.

16. Temporary or interim sharesecurity certificates may be used for an emergency only and for a period not exceeding four months, subject to prior approval of ~~the Exchange~~TSX. In such circumstances, the promissory text and ~~corporate legal name of the listed issuer~~ may be printed by other than the intaglio process and a vignette maybe omitted, so long as the certificates comply with all other technical requirements for sharesecurity certificates. All temporary or interim sharesecurity certificates shall be imprinted with the words "interim" or "temporary" in prominent colour and size at the top of the face.
17. Any listed ~~company issuer~~ changing its name or revising or changing its share capital by redesignating its ~~shares securities~~ may overprint the sharesecurity certificates to give effect to such change, preferably by the silvering-over process, subject to prior approval of ~~the Exchange~~TSX.
18. Security certificates containing any additional security features not mentioned above, such as a latent image, are acceptable to ~~the Exchange~~TSX provided the minimum requirements as set out herein are met.

**Issuers in the Mining, and Oil and Gas, Category and Non-Exempt Companies Issuers**

19. All certificates representing ~~shares of Mining or Oil and Gas companies~~listed securities of issuers listed on the ~~Exchange~~a non-exempt basis, shall be printed in a manner acceptable to ~~the Exchange~~TSX by a recognized bank note company (or its affiliates) which has been approved by ~~the Exchange~~TSX for this purpose.
20. ShareSecurity certificates shall comply with requirements 2 to 18 inclusive respecting sharesecurity certificates for exempt issuers in the Industrial companies category, with the exception that requirements 4(a), 4(g), 9(b), 9(c) and 11 to 13 shall not apply.

**Requirements Respecting Certificates for Rights and ShareSecurity Purchase Warrants**

21. Certificates for rights and sharesecurity purchase warrants shall be printed in a manner acceptable to ~~the Exchange~~TSX by a recognized bank note company (or its affiliates) which has been approved by ~~the Exchange~~TSX for this purpose.
22. Certificates for rights and sharesecurity purchase warrants must be of the same size as sharesecurity certificates and shall meet the same requirements for intaglio printing in colour of the border or panels, including CUSIP numbers. However, under certain circumstances, such as when timing is critical, listed ~~companies issuers~~ will be permitted to use a true continuous form of lithographed certificate for rights or sharesecurity purchase warrants only, subject to prior approval of ~~the Exchange~~TSX.



**Distribution of Stock**

(Separate forms to be made out for each class of stock for which application is made)

(Name of Company)

Distribution of \_\_\_\_\_ Stock on \_\_\_\_\_, 20\_\_\_\_

(Class of Stock) (Date)

I, \_\_\_\_\_ (Name) \_\_\_\_\_ (Title)

hereby certify that of the \_\_\_\_\_ outstanding shares of \_\_\_\_\_ stock of the company

(Class)

there are \_\_\_\_\_ shares distributed to and in the hands of the public (exclusive of officers, directors, promoters, participants directly or indirectly in the controlling group, underwriters or sub-underwriters of shares of the Company, or their nominees, agents, or trustees) and such shares are distributed among \_\_\_\_\_ shareholders and are not pooled, escrowed, non transferable, bound by any agreement, or restricted as to sale or transfer in any manner whatsoever to the knowledge of the Company.

The \_\_\_\_\_ share difference (i.e. difference between any outstanding amount and amount Distributed to and in the hands of the public) is held by \_\_\_\_\_ shareholders as follows:

(Number)

Name	Relationship to Company	Number of Shares Held
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The names, addresses, and shareholders of the ten largest registered shareholders are set out hereunder, and if, to the knowledge of the Company, such shares are registered in the names of nominees, the names and address of the beneficial owner is given:

#	Name	Address	Number of Shares	Name and Address of Beneficial Owner
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

Certified Correct,  
By: \_\_\_\_\_  
(Transfer Agent or Registrar)

Date: \_\_\_\_\_, 20\_\_\_\_ By: \_\_\_\_\_  
(Office Held)

This statement to be certified by a responsible officer of the Company.



**PART I INTRODUCTION**

The following definitions will be added to the Interpretation section:

“**BEO**” means a security in book-entry-only form in CDSX, the clearing and settlement system maintained by CDS;

“**CDSX**” means the automated clearing and settlement system administered by CDS; and

“**STAC**” means the Securities Transfer Association of Canada.

## Transfer and Registration of Securities

347.

EveryWhile its securities are listed ~~company~~ on TSX, a listed issuer must appoint and maintain a transfer and registration facilities in the City of Toronto agent and registrar with a principal office in one or more of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia, where all the issued securities of the listed classes must be directly transferable. Where transfer facilities are maintained in ~~other cities,~~ more than one city and generic or customized security certificates are used, all such certificates must be interchangeably transferable and identical in colour and form ~~with the Toronto certificates,~~ except as to the names of the transfer agent and registrar, as the case may be. The combined amount of securities registered in all cities must not exceed the amount authorized by the Exchange to be listed. ~~Certificates~~When used, generic or customized certificates must name the cities where they are transferable.

Listed issuers incorporated in the United States may appoint a transfer agent and registrar based in the United States, provided that they appoint a co-transfer agent in Canada (with transfer facilities in at least one of the cities mentioned above). Where a listed issuer uses a registrar in the United States, such registrar must be duly registered with the U.S. Securities and Exchange Commission.

~~Share Certificate~~ Security Certificates

349.

As a condition to listing securities on TSX, issuers must provide their security holders with evidence of ownership for all classes of securities to be listed.

The Exchange's requirements respecting ~~share certificates~~ evidence of security ownership are set out in Appendix D.

## **Share Security Certificates**

### **350.**

Certificates must bear a CUSIP number, which can be obtained from ~~The Canadian Depository for Securities Limited~~ (“CDS”) in ~~Toronto~~ CDS. A CUSIP is the standard securities numbering system for Canada and the United States.

In order to assign a CUSIP number, CDS will normally require a current prospectus of the applicant ~~company~~ issuer or a similar document. Listing applicants must provide ~~the Exchange~~ TSX with a copy of the ~~written notice~~ unqualified letter of confirmation from CDS respecting the issuance of a CUSIP number before the ~~company~~ issuer's securities are listed, together with a confirmation from CDS that such securities are eligible for clearing and settlement through CDS.

Information regarding the application for a CUSIP number may be obtained by ~~calling~~ contacting CDS at 1 (416) 365-3552-800 663-8429 or eligibility@cds.ca.

For issuers incorporated outside of Canada, TSX accepts unqualified letters of CUSIP confirmations from Standard & Poor's or equivalent organizations, together with a confirmation from CDS that the securities to be listed are eligible for clearing and settlement through CDS.

Further information regarding CUSIP numbers and the eligibility process may be found at [www.cds.ca](http://www.cds.ca).

**J. Change in ~~Share~~Evidence of Security Ownership or Change in Security Certificate**

**468.**

Listed issuers must notify TSX at least 10 business days prior to changing the form of evidence of security ownership for their listed securities. At the time of listing or in order to make a change effective, issuers must provide TSX with the required documentation and/or confirmation depending on the form of evidence of security ownership.

The Exchange's requirements respecting evidence of security ownership are set out in Appendix D.

Immediately after any change is made to a generic or customized certificate representing listed securities, a definitive specimen of the new certificates (or a generic certificate produced on demand) must be filed with the Exchange's Listed Issuer Services. The new certificates must comply with all of the Exchange's requirements respecting ~~share~~security certificates, as set out in Appendix D.

### 619. Name or Symbol Changes

- (a) A listed issuer proposing to change its name must notify TSX as soon as possible after the decision to change the name has been made. The new name must be acceptable to TSX.
- (b) If the proposed change is substantial, it may be appropriate for TSX to assign a new stock symbol to the listed issuer's securities. The listed issuer's choices, if any, in this regard should be communicated to TSX, in order of preference, in advance of the effective date of the name change. The symbol may consist of up to three letters (excluding the letters that differentiate between different classes of securities).
- (c) The following documents must be filed with TSX in connection with a name change:
  - i) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - ii) ~~a definitive specimen~~specimens of the new ~~generic or overprinted security certificate; customized security certificates, if any, in accordance with the requirements set out in Appendix D; and~~
  - iii) a copy of the ~~written notice~~unqualified letter of confirmation from CDS disclosing the CUSIP ~~number(s)~~number assigned to each of the issuer's listed securities after giving effect to the name change (see Section 350); ~~and~~
  - iv) ~~TSX will invoice the listed issuer for~~ the substitutional listing fee payable (see TSX Listing Fee Schedule).
- (d) The listed issuer's securities will normally commence trading on TSX under the new name at the opening of business two (2) or three (3) trading days after all the documents set out in Subsection 619(c) are received by TSX.
- (e) A listed issuer may request a change to the symbol assigned to its listed securities ~~upon~~subject to the payment of the applicable fee (see TSX Listing Fee Schedule).

**620. Stock Split**

- (a) There are two methods of effecting a stock split: the “push-out” method and the “call-in” method. If the stock split is accompanied by a security reclassification, either the push-out method or the call-in method may be used; otherwise the push-out method is preferable.
- (b) Under the push-out method, the security holders keep the security certificates they currently hold, and security holders of record as of the close of business on a specified date (the “record date”) are provided with additional or replacement security certificates by the listed issuer.
- (c) Where the push-out method is used, the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required, giving effect to the split must be issued at least seven, and preferably not less than ten, trading days prior to the record date. Accordingly, if the stock split must be approved by security holders, the meeting of security holders must take place at least seven trading days in advance of the record date. If the push-out method is used, the following documents must be received by TSX at least seven trading days in advance of the record date:
- i) written confirmation of the record date including the time of day (“close of business” will be sufficient for this purpose);
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required;
  - iii) an opinion of counsel that all the necessary steps have been taken to validly effect the split in accordance with applicable law and that the additional securities will be validly issued as fully paid and non-assessable;
  - iv) a written statement as to the date on which it is intended that the additional security certificates will be mailed to the security holders; and
  - ~~v) the substitutional listing fee; and~~
  - v) if the stock split is accompanied by a security reclassification,
    - i. definitive specimens of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D; and
    - ii. ~~an unqualified letter from The Canadian Depository for Securities Limited~~ of confirmation from CDS disclosing the CUSIP numbers assigned to each new class of listed securities (see Section 350).
- TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).
- (d) Where the push-out method is used, the securities will commence trading on TSX on a split basis at the opening of business on the second trading day preceding the record date. Due Bill trading may be used in certain circumstances as determined at the discretion of the Exchange. See Section 429.1.
- (e) Under the call-in method, the listed issuer implements the stock split by replacing the security certificates currently in the hands of the security holders with new certificates. Letters of Transmittal are sent to the security holders requesting them to exchange their security certificates at the offices of the listed issuer’s transfer agent.
- (f) Where the call-in method is used, the following documents must be received by TSX on or before the day on which the Letters of Transmittal are mailed to the security holders in order for the stock split to be effected on TSX:
- i) two copies of the Letters of Transmittal;
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required;
  - iii) an opinion of counsel that all the necessary steps have been taken to validly effect the split in accordance with applicable law and that the additional securities will be validly issued as fully paid and non-assessable;
  - iv) definitive specimens of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D;

- v) a copy of the ~~written notice from The Canadian Depository for Securities Limited~~unqualified letter of confirmation from CDS disclosing the CUSIP numbers assigned to each new class of listed securities (see Section 350); and
  - vi) a written statement as to the intended mailing date of the Letters of Transmittal; ~~and~~
  - vii) ~~TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).~~
- (g) Where the call-in method is used, the listed securities will normally commence trading on TSX on a split basis at the opening of business two or three trading days after the later of the date all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.
- (h) Where a listed issuer proposing to split its stock has warrants posted for trading on TSX, the form of warrant certificate must not be changed by virtue of the split, but any new warrant certificate issued by the listed issuer after the stock split becomes effective must contain a notation disclosing the effect of the stock split on the rights of the warrant holders and a statement that the number of warrants represented by the warrant certificate for trading purposes is equal to the number imprinted in the top right-hand corner (or other location, if appropriate) of the certificate.



## 621. Stock Consolidation

- (a) A stock consolidation by a listed issuer requires the prior consent of TSX.
- (b) A listed issuer undergoing a stock consolidation must meet, post-consolidation, the continued listing requirements contained in Part VII of this Manual (see Section 712).
- (c) A stock consolidation must be accompanied by a concurrent change in ~~the colour of the security certificates, or if a generic security certificate is used, a copy of such generic certificate, and a new CUSIP number.~~
- (d) The following documents must be filed with TSX ~~on or prior to the day on which the Letters of Transmittal are sent to the security holders~~ in order for the stock consolidation to be effected on TSX:
- i) one copy of the Letters of Transmittal;
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - iii) opinion of counsel that all the necessary steps have been taken to validly effect the consolidation in accordance with applicable law;
  - iv) a written evidence from the listed issuer's transfer agent that, on a post-consolidation basis, there will be at least 500,000 freely tradable securities held by at least 150 public holders, each holding a board lot or more;
  - ~~iv) v)~~ a definitive specimen of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D;
  - ~~v) vi)~~ a copy of the written notice unqualified letter of confirmation from CDS disclosing the new CUSIP number assigned to the listed securities (see Section 350); and
  - ~~vi) vii)~~ a written statement as to the intended mailing date of the Letters of Transmittal; and
  - vii) TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).

~~In addition, the listed issuer may be required to file with TSX a completed form (Appendix D) showing the distribution of the securities on a post-consolidation basis.~~

The listed securities will normally commence trading on TSX on a consolidated basis at the opening of business two or three trading days after the later of the date upon which all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.

**622. Security Reclassification (with no stock split)**

- (a) The following documentation must be filed with TSX in connection with a security reclassification (with no stock split):
- i) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - ii) an opinion of counsel that all the necessary steps have been taken to validly effect the security reclassification in accordance with applicable law;
  - iii) a definitive specimen of the new generic or overprinted customized security certificate, if any, in accordance with the requirements set out in Appendix D;
  - iv) a copy of the ~~written notice~~ unqualified letter of confirmation from CDS disclosing the CUSIP number(s) assigned to ~~the~~ each class of listed securities (see Section 350);
  - ~~v) the substitutional listing fee (see TSX Listing Fee Schedule);~~
  - v) one copy of the Letters of Transmittal, if applicable; and
  - vi) a written statement as to the intended mailing date of the Letters of Transmittal, if applicable.
- TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).
- (b) The reclassification will normally become effective for trading purposes at the opening of business two or three trading days after the later of the date upon which all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.

## G. Supplemental Listings

### 623.

- (a) A listed issuer proposing to list securities of a class not already listed should apply for the listing by letter addressed to TSX. The letter must be accompanied by one (1) copy of the preliminary prospectus or, if applicable, the draft circular describing the provisions attaching to the securities.
- (b) If TSX conditionally approves the listing of the securities, this fact may be disclosed in the final prospectus, or in other documents, in accordance with Section 346, and TSX will so advise the securities ~~commissions~~regulatory authorities.
- (c) The minimum public distribution requirements for a supplemental listing are the same as the minimum requirements for original listing as set out in Section 310. However, TSX will give consideration to listing non-participating preferred securities and debt securities that do not meet these requirements if the market value of such securities outstanding is at least \$2,000,000 and:
- i) if the securities are convertible into participating securities, such participating securities are listed on TSX and meet the minimum public distribution requirements for original listing; or
  - ii) if the securities are not convertible into participating securities, the listed issuer is exempt from Section 501.
- (d) The following documents must be filed with TSX within ninety (90) days of TSX's conditional acceptance of the supplemental listing (or within such later time as TSX may stipulate):
- i) a notarial or certified copy of the resolution of the board of directors of the listed issuer authoring the application to list the securities;
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document, giving effect to the creation of the securities;
  - iii) one commercial copy of the final prospectus, or other offering document, if applicable;
  - iv) an opinion of counsel that the securities to be listed have been validly created in accordance with applicable law and that the securities are validly issued as fully paid and non-assessable;
  - v) a definitive specimen of the generic or customized security certificate, if any, in accordance with the requirements set out in Appendix D;
  - vi) a copy of the ~~written notice~~unqualified letter of confirmation from CDS disclosing the CUSIP number assigned to the securities (see ~~Section 344~~Section 350); and
  - vii) ~~one completed copy of the Statement Showing Number of Shareholders form (Appendix D) or, in the case of a prospectus underwriting, a certificate from the underwriter confirming that the securities have been distributed to at least 300 public board lot holders (unless TSX waives this requirement); and evidence of satisfactory distribution of the securities to be listed, which evidence may take the form of a letter from the underwriters/agents setting out the anticipated distribution of the securities based on subscriptions received as of the date of the letter and that, at the time of listing, the distribution requirements set out in Subsections 609(b), 623(c) or Section 310, as applicable, will be met. For securities that are not to be listed immediately upon closing of a public offering or distributed by any other way, such letter may be provided by the transfer agent.~~
- viii) ~~TSX will invoice the listed issuer for~~ the supplemental listing fee payable (see TSX Listing Fee Schedule).
- (e) In the case of ~~the listing of securities being offered to the public, the listing may take place~~TSX may post such securities for trading prior to the closing of the offering, at the listed issuer's request (after consultation with the Participating Organization). TSX staff will advise the listed issuer of the requirements in this regard. Any trading that takes place prior to closing will be on an "if, as and when issued" basis.

**Toronto Stock Exchange Listing Agreement**

In consideration of the listing on Toronto Stock Exchange, a division of TSX Inc. (hereinafter called the **Exchange**) of securities of the undersigned (hereinafter called the **Applicant**), the Applicant agrees with the Exchange as follows:

1. The Applicant will comply with all Exchange requirements applicable to listed issuers, including Exchange rules, policies, rulings and procedural requirements and any additions or amendments which may be made thereto from time to time which rules, policies, ruling and procedural requirements may be in addition to in lieu of the provisions of this agreement.
2. Without limiting the generality of paragraph 1 hereof, the Applicant shall:
  - a. not issue any securities (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
  - b. not undergo a material change in its business or affairs without the prior consent of the Exchange, unless the Applicant is exempted from this requirement by the Exchange;
  - c. maintain transfer and registration facilities in the City of Toronto principal office of, one or more, of the cities of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia where all listed securities shall be directly transferable and registerable, and no fee shall be charged for the transfer and registration of such securities (other than government stock transfer taxed) after the Exchange has exempted the Applicant from the requirements referred to in clause b) hereof;
  - d. notify the Exchange at least seven trading days in advance of each dividend record date;
  - e. forthwith file with the Exchange ~~four copies~~one copy of all financial statements (unless filed publicly through SEDAR) required to be published or filed for inspection by law, including the Applicants law of incorporation or applicable securities legislation, or by the Exchange;
  - f. file with the Exchange one copy of all notices, reports or other written correspondence sent by the Applicant to its holders of listed securities concurrently with the sending of such correspondence to the security holders;
  - g. notify the Exchange on a monthly basis of any changes to the number of issued securities of any listed class (nil reports being required on a quarterly basis) using TSX SecureFile®;
  - h. not change the provisions attaching to any warrants, convertible debentures, rights or other securities outstanding from time to time (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
  - i. pay, when due, any applicable fees or charges established by the Exchange from time to time; and
  - j. furnish to the Exchange, at any time upon demand, such information or documentation concerning the Applicant as the Exchange may reasonably require or request.
3. The Exchange shall have the right, at any time, to halt or suspend trading in any listed securities of the Applicant with or without notice and with or without giving any reason for such action, or to delist such securities, provided that the Exchange shall not delist securities of the Applicant without providing the Applicant with an opportunity to be heard.

**Appendix A – Original Listing Application**  
(as at ~~June 16, 2008~~May 21, 2015)

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**SROs, Marketplaces, Clearing Agencies and Trade Repositories**

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DATE \_\_\_\_\_ POSITION WITH APPLICANT \_\_\_\_\_

SIGNATURE OF AUTHORIZED OFFICER \_\_\_\_\_ PRINT NAME \_\_\_\_\_

DATE \_\_\_\_\_ POSITION WITH APPLICANT \_\_\_\_\_

SIGNATURE OF AUTHORIZED OFFICER \_\_\_\_\_ PRINT NAME \_\_\_\_\_

**INSTRUCTIONS**

Toronto Stock Exchange (**TSX**) has established separate requirements for three categories of issuers applying to list on TSX (**Applicants**): Industrial (general / technology / research & development), Mining, and Oil and Gas. Special purpose issuers such as exchange traded funds, split share corporations, income trusts, investment funds and limited partnerships are listed under the Industrial (General) category. These requirements are set out in Part III of the TSX Company Manual (the **Company Manual**).

The Listing Application is comprised of the following three principal components:

1. **Principal Listing Document** – Applicants must file one of the following documents (a **Principal Listing Document**) with TSX:
  - a. Annual Information Form (using Form 51-102F2);
  - b. Prospectus (using Form 41-101F1);
  - c. Annual Report for U.S. Issuers (using Form 10K); or
  - d. Annual Report for Foreign Private Issuers (United States) (using Form 20-F).

Other documents and forms from other jurisdictions may also be acceptable to TSX insofar as they provide information that is similar to that of the forms mentioned above. The use of any other such form must be pre-cleared by TSX.

The Principal Listing Document filed in connection with the Listing Application should be for the most recently completed financial year. If the Principal Listing Document is a Prospectus, it must have been filed with the Canadian Securities Administrators within the last 12 months preceding the date at which the Applicant files its original listing application.

In an appendix to the Listing Application, Applicants must supplement the disclosure provided in the Principal Listing Document by attaching relevant subsequent continuous disclosure filings such as material change reports, business acquisition reports and press releases, and any other information required to ensure the disclosure provided to TSX is current.

Applicants who do not already have a Principal Listing Document available should provide material information on their business by completing and filing with TSX an Annual Information Form, using Form 51-102F2. In such instance, Applicants may present information as at the last day of their recently completed financial quarter or financial year and the Form 51-102F2 must specify the relevant date of the disclosure and include updated information in an appendix to the Listing Application, as required.

**2. TSX Listing Application**

The Listing Application should initially be submitted to TSX in draft form using the “Toronto Stock Exchange – Listing Application” attached to this Appendix A. Questions should not be omitted or left unanswered; nor should the sequence be altered. The executed listing application in final form should only be provided as part of the final listing materials.

**Appendix A – Original Listing Application**  
(as at ~~June 16, 2008~~ May 21, 2015)

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### 3. Documents to be filed in support of the TSX Listing Application

Documents which must be filed in support of the listing application are enumerated in the “List of Documents to be Filed” (the **List of Documents**). Some documents must be filed concurrently with the draft Listing Application while others must be filed after the Applicant has been conditionally approved for listing but prior to listing on TSX, as provided in the List of Documents.

#### **DOCUMENTS AND INFORMATION AVAILABLE ON [TSXWWW.TMX.COM](http://www.tmx.com)**

The following documents which may be helpful in preparing your listing application are available on [tsxwww.tmx.com](http://www.tmx.com).

Document	Format	Link
TSX Listing Application (and Attachments)	Word	<a href="http://tsx.complinet.com/en/display/display_main.html?rbid=2072&amp;element_id=564">http://tsx.complinet.com/en/display/display_main.html?rbid=2072&amp;element_id=564</a>
Personal Information Form and Consent for Disclosure of Criminal Record Information Form	Word	<a href="http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=554">http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=554</a>
Statutory Declaration Form and Consent for Disclosure of Criminal Record Information Form	Word	<a href="http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=554">http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=554</a>
TSX Original Listing Requirements	HTML	<a href="http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=9">http://tsx.complinet.com/en/display/display.html?rbid=2072&amp;element_id=9</a>
TSX SecureFile Registration Form	Word	<a href="http://www.tsx.com/en/pdf/securefile_principalcontactregistrationform.doc">http://www.tsx.com/en/pdf/securefile_principalcontactregistrationform.doc</a>
TSX Listing Fee Schedule	PDF	<a href="http://www.tsx.com/en/pdf/TSXListingFeeSchedule.pdf">http://www.tsx.com/en/pdf/TSXListingFeeSchedule.pdf</a>

For more information on the completion of the listing application, the listing requirements, or the listing process, please call (416) 947-4533, [4533](tel:416-947-4533) or email [listedissuers@tsx.com](mailto:listedissuers@tsx.com) [listedissuers@tmx.com](mailto:listedissuers@tmx.com).

#### **PRODUCTS AND SERVICES AVAILABLE TO LISTED ISSUERS**

Once listed on TSX, issuers have access to a variety of products and services. A description of these products and services is available on [tsxwww.tmx.com](http://www.tmx.com).

Product / Service	Link
TSX Connect @ InfoSuite	<a href="http://www.tsx.com/en/listings/products_services/tsx_connect/index.html">http://www.tsx.com/en/listings/products_services/tsx_connect/index.html</a>
Thomson Reuters Services	<a href="http://www.tsx.com/en/listings/products_services/thomson_reuters/index.html">http://www.tsx.com/en/listings/products_services/thomson_reuters/index.html</a>
TSX SecureFile®	<a href="http://www.tsx.com/en/listings/products_services/tsx_securefile/index.html">http://www.tsx.com/en/listings/products_services/tsx_securefile/index.html</a>
CNX Marketlink	<a href="http://www.tsx.com/en/listings/products_services/cnx_marketlink.html">http://www.tsx.com/en/listings/products_services/cnx_marketlink.html</a>
TSX Enhanced Broker Summary	<a href="http://www.tsx.com/en/listings/products_services/enhanced_broker_summary.html">http://www.tsx.com/en/listings/products_services/enhanced_broker_summary.html</a>

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Historical Data Access	<a href="http://www.tsx.com/en/listings/products_services/historical_data_access.html">http://www.tsx.com/en/listings/products_services/historical_data_access.html</a>
Listed Logo Program	<a href="http://www.tsx.com/en/listings/products_services/listed_logo_program/index.html">http://www.tsx.com/en/listings/products_services/listed_logo_program/index.html</a>
<del>Site Services Program</del> <u>Hosting at the Exchange</u>	<a href="http://www.tsx.com/en/listings/products_services/site_services_program.html">http://www.tsx.com/en/listings/products_services/site_services_program.html</a>
<del>Events &amp; Seminars</del> <u>TMX Learning Academy</u>	<a href="http://www.tsx.com/en/listings/products_services/events_toronto.html">http://www.tsx.com/en/listings/products_services/events_toronto.html</a>

For more information on TSX products and services, please call 1-888-788-2490 or e-mail [issuersupport@tsx.com](mailto:issuersupport@tsx.com) or [issuersupport@tmx.com](mailto:issuersupport@tmx.com).

**Appendix A – Original Listing Application**  
(as at ~~June 16, 2008~~ May 21, 2015)

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**LIST OF DOCUMENTS TO BE FILED**

The following documents must be filed concurrently with the Principal Listing Document and the TSX Listing Application in draft form.

Applicants that are listed on the TSX Venture Exchange may be exempted from filing certain documents as noted below. Please refer to the footnotes for complete details.

1. A Personal Information Form and Consent for Disclosure of Criminal Record Information Form (collectively, a **PIF**), to be completed by every individual who will, at the time of listing:
  - a. be an officer or director of the Applicant; or
  - b. beneficially own or control, directly or indirectly, securities carrying greater than 10-per cent% of the voting rights attached to all outstanding voting securities of the Applicant.

Where an individual has submitted a PIF to TSX or to TSX Venture Exchange within the last 36 months and the information provided on such PIF has not changed, a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form may be completed and filed in lieu of a PIF.<sup>1</sup>

Additional costs incurred to conduct searches on Individuals **residing outside of Canada, the United States of America, the United Kingdom and Australia** will be charged to and must be paid by the Applicant.

2. A cheque for the original listing application fee payable, as provided in the TSX Listing Fee Schedule.<sup>2</sup>
3. The following financial statements, as applicable, unless included in the Principal Listing Document or available on SEDAR:
  - a. ~~Audited~~audited financial statements for the most recently completed financial year, signed by two directors of the Applicant on behalf of the Board;
  - b. ~~Unaudited~~unaudited financial statements for the most recently completed financial quarter, signed by two directors of the Applicant on behalf of the Board; and
  - c. ~~If~~if the Applicant has recently completed or proposes to complete a transaction such as a business acquisition or a significant disposition and such transaction would materially affect the financial position or operating results of the Applicant, pro forma financial statements that give effect to the transaction must be submitted.
4. **For Mining and Oil & Gas Applicants—**

<sup>1</sup> In the context of the listing of a special purpose issuer, where an individual has submitted a PIF to TSX within the last 12 months and the information provided on such PIF has not changed, such individual will be exempted from providing a PIF or a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form, as applicable.

<sup>2</sup> The original listing application fee is waived for Applicants listed on TSX Venture Exchange.

- a. ~~Full~~ and up-to-date reports on the significant properties of the Applicant, prepared in compliance with the National Instrument 43-101 (**NI 43-101**) for Mining Applicants and in compliance with National Instrument 51-101 (**NI 51-101**) for Oil & Gas Applicants. Reports prepared in conformity with other reporting systems deemed by TSX to be substantially equivalent to NI 43-101 and NI 51-101 ~~will normally~~ may also be acceptable ~~also~~. Written consent from the author must be provided for the use of the reports in support of the Listing Application~~;~~
  - b. A certificate from the author of the reports confirming that he/she: i) has reviewed the disclosures in the Principal Listing Document regarding the properties covered by such reports; and ii) considers the disclosure to be accurate to the best of his/her knowledge~~;~~ and
  - c. ~~Projected~~ projected sources and uses of funds statement for a period of 18 months, including related assumptions, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer, unless the Applicant is applying for listing pursuant to Section 314.1 or 319.1 (Requirements for Eligibility for Listing Exempt from Section 501).
5. **Technology Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 12 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
  6. **Research and Development Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 24 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
  7. Certified copies of all charter documents, including Articles of Incorporation, Letters Patent, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, partnership agreements, trust indentures, declarations of trust or equivalent documents<sup>1</sup>. **Applicants incorporated outside of Canada** may be required to provide a reconciliation of the corporate laws in their home jurisdiction to those of the *Canada Business Corporation Act*.
  8. **Applicants with Restricted Voting Securities** – One copy of the take-over protection agreement (or coattail trust agreement) which meets, or will be amended to meet, the requirements of Section 624 (l) of the Company Manual<sup>+1</sup>.
  9. One copy of every security- based compensation arrangement and any other similar agreement (a **Plan**) under which securities may be issued, together with a sample option agreement used for option grants if there is a Plan in place or all individual option agreements if the Applicant has no Plan. If ~~securityholder~~ security holder approval was required for the Plan, include a copy of the approval<sup>+1</sup>.
  10. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement<sup>+1</sup>.

<sup>1</sup> If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide it to TSX.

11. Reports evidencing the number of freely tradeable securities and the number of ~~security holders~~security holders in the form set out in Attachments 1 and 2 of the Listing Application for each class of securities to be listed including warrants and convertible debentures.
12. Sponsorship letter in draft form from TSX participating organization in compliance with the requirements set out in Section 326 of the Company Manual, unless exempted by TSX<sup>42</sup>.
13. Information required to update the Principal Listing Document, including continuous disclosure filings such as material change reports, business acquisition reports, press releases and any other information required to make the listing application current. In addition, such appendix should include an updated chart of the trading history of the securities of the Applicant up to the end of the month preceding the application to list on TSX, if applicable.

The following documents must be filed after the Applicant has been conditionally approved for listing on TSX, together with any additional documentation specified in the conditional approval letter.

1. TSX Listing Application duly completed in final form. The certificate and declaration accompanying the Listing Application must be signed by: i) the Chief Executive Officer (or President); and ii) the Corporate Secretary or the Chief Financial Officer of the Applicant, or, if not available, by another duly authorized senior officer of the Applicant. Declarations must be made before a Notary Public. If the declarations are made outside of Canada, appropriate adjustments should be made.
2. A letter from the trust company which acts as transfer agent and registrar in the City of Toronto stating that it has been duly appointed as transfer agent and registrar for the Applicant and is in a position to make transfers and make prompt delivery of security certificates. The letter must state what fee, if any, is charged for transfers.<sup>1</sup>
3. Security certificates – Issuers must provide for evidence of security ownership, for each class of securities to be listed<sup>1</sup>, as set out in Appendix D of the Company Manual.
4. ~~3. Security certificates – One~~CUSIP confirmation – one of the following, for each class of securities to be listed<sup>1</sup>:
  - a. ~~For applicants using engraved security certificates – A definitive specimen certificate which meets the requirements set out in Appendix D of the Company Manual, printed by a bank note company approved by the TSX.~~
  - b. ~~For applicants using the book entry only system administered by CDS Clearing and Depository Services Inc. (CDS) – A copy of the global certificate.~~

<sup>2</sup> Applicants currently listed on TSX Venture Exchange should contact TSX to discuss providing a sponsorship letter. Generally, TSX Venture Exchange Applicants are not required to submit a sponsorship letter if they have: i) provided a sponsorship letter as a result of a major transaction pursuant to TSX Venture Exchange policy within the last 18 months; ii) cleared a prospectus in the past 12 months; iii) traded on the TSX Venture Exchange for a minimum period of 24 months, meet the original listing requirements detailed in Part III of the Company Manual and are in good standing with all TSX Venture Exchange regulatory requirements; or iv) completed an eligibility review as outlined in Sec. 305 of the Company Manual and the TSX has determined that the issuer meets the listing requirements and no sponsorship letter is required.

<sup>1</sup> If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide ~~them~~such documents to TSX.

- e. ~~For applicants using the Direct Registration System (DRS) – A confirmation from the appointed transfer agent that the securities held through a DRS operated by the appointed transfer agent.~~
4. ~~CUSIP confirmation – One of the following, for each class of securities to be listed<sup>41</sup>:~~
- a. ~~For~~ applicants incorporated in Canada – ~~An~~ unqualified letter of confirmation from ~~the~~ CDS confirming the CUSIP number assigned to each class of securities to be listed on TSX; or
  - b. ~~For~~ applicants incorporated outside of Canada – ~~An~~ unqualified letter of confirmation from the entity which has the jurisdiction to assign CUSIPs confirming the CUSIP number assigned to each class of securities to be listed and a confirmation from CDS that the securities to be listed on TSX are eligible for clearing and settlement through CDS;
5. A letter from legal counsel setting out, in effect, that legal counsel has examined, or is familiar with, the records of the Applicant and is of the opinion that:
- a. it is a valid and subsisting company (or other legal entity, as applicable);
  - b. all of the securities, which have been allotted and issued as set out in the listing application, have been legally created; and
  - c. all of the securities, which have been allotted and issued as set out in the listing application, are or will be validly issued as fully paid and non-assessable.
6. A copy of every material contract referred to in the listing application, if not already provided pursuant to a different requirement in this list and if not available in current form on SEDAR<sup>41</sup>.
7. Duly completed registration form for TSX SecureFile which is available on ~~tsx~~www.tmx.com.

**TSX reserves the right to require any additional document or information as it deems appropriate in order to assess the Applicant's eligibility to list on TSX.**



**TORONTO STOCK EXCHANGE – LISTING APPLICATION**

**PART I – GENERAL INFORMATION**

**A. Listing Category**

**B.** Indicate the category pursuant to which the listing is sought.

Industrial	Industrial	Mining	Oil & Gas
Profitable (309 a)	Structured Products	Producing (314 a)	Non exempt (319)
Forecasting Profitability (309 b)	ETFs	Exploration & Development (314 b)	Exempt (319.1)
Profitable Exempt (309.1)	Other	Producing Exempt (314.1)	
Technology (309 c)			
Research & Development (309 d)			

**B. Contact Information**

LEGAL NAME OF APPLICANT

ADDRESS

TELEPHONE

FACSIMILE

EMAIL

WEBSITE

**C. Investor Relations Contacts**

Provide information for all principal contact(s) for investor relations purposes.

1.

NAME

TITLE

PHONE TELEPHONE

EMAIL

2.

NAME

TITLE

PHONE TELEPHONE

EMAIL

**PART II – SECURITY-RELATED INFORMATION**

**A. Securities to be listed**

Security Class	CUSIP	Total number authorized <u>Number Authorized</u>	A	B	A + B
			Total number issued <u>Number Issued</u>	Total authorized to be issued <u>Issued for a specific purpose</u> <u>Specific Purpose</u> <sup>1</sup>	Total to be listed <u>Listed</u>

**B. Securities authorized for issuance for a specific purpose<sup>2</sup>**

Security or Instrument Name	# <u>Number</u> of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (dd/mm/yyyy)
<b>TOTAL<sup>3</sup></b>			

**PART III – OTHER INFORMATION**

1. If the Applicant has previously been denied its application to have its securities listed on any market, please provide all relevant information, including the name of the market, the date and reasons why application was denied or unsuccessful.

**PART IV – ADDITIONAL INFORMATION FOR APPLICANTS INCORPORATED OUTSIDE OF CANADA**

<sup>1</sup> The number of securities authorized to be issued for a specific purpose should correspond to the number of securities reserved for issuance provided in section B of Part II of this Listing Application.  
<sup>2</sup> For example, include the number of securities which can be issued pursuant to outstanding warrants, convertible debentures, stock options plans, share purchase plans and conversion rights.  
<sup>3</sup> The total number of securities reserved for issuance should correspond to the total number of securities authorized to be issued for a specific purpose provided in Section A of Part II of this Listing Application.

1. Name the jurisdictions in which the Applicant is a reporting issuer (or equivalent status).
2. Date of most recent annual meeting and date and type of most recent financial report to ~~securityholders~~security holders.
3. Describe any restrictions on the free tradeability of the securities to be listed. In the absence of restrictions, confirm that the securities will be freely tradeable in Canada.





TSX Listing Application – Attachment 1

**ATTACHMENT 1 – Statement from transfer agent relating to number of ~~security holders~~security holders**

We hereby confirm that that there are, as of **[insert date]**, **[insert #number]** holders of at least one board lot of **[insert security name]** of **[insert Applicant name]**.

This statement is certified by:

\_\_\_\_\_  
Name of Authorized Individual

\_\_\_\_\_  
Position with Transfer Agent

\_\_\_\_\_  
Transfer Agent (company name)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Instructions:**

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX and should be certified by the transfer agent.

A “**board lot**” means 100 securities having a market value of \$1.00 per security or greater; 500 securities having a market value of less than \$1.00 and not less than \$0.10 per security; or 1,000 securities having a market value of less than \$0.10 per security.

**ATTACHMENT 2 – Statement evidencing the number of freely tradeable securities**

Applicant Name: \_\_\_\_\_

Security Class: \_\_\_\_\_

	<u># of Securities</u>	<u>% of O/S Securities</u>
<b>Number of securities issued and outstanding (A):</b>		
Section 1. Securities held by officers, directors of the Applicant and significant <u>securityholdersecurity holder(s)</u> <sup>1</sup> :		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
<b>Total – Section 1 (B)</b>		
<b>Section 2. Securities not freely tradeable in Canada:</b>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
<b>Total – Section 2 (C)</b>		

**Number of Freely Tradeable and Publicly-held Securities (A-B-C)**

The above report is certified to be true and correct as at:

\_\_\_\_\_ Date

This statement is certified by:

\_\_\_\_\_ Name of Officer of Applicant

\_\_\_\_\_ Position

\_\_\_\_\_ Signature

**Instructions:**

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX.

**In Section 1** – Disclose the identity of each party who is the significant securityholdersecurity holder<sup>1</sup> with their respective security holdings and the percentage it represents relative to the total number of outstanding securities of that class. Securities held by officers and directors may be aggregated as a group, unless such individual also is a significant securityholdersecurity holder.

<sup>1</sup> A significant securityholdersecurity holder is an entity or individual who beneficially own or control, directly or indirectly, securities carrying greater than 10-per cent% of the voting rights attached to all outstanding voting securities of the Applicant.

**TSX Listing Application – Attachment 2**

**In Section 2** – Disclose the agreement or circumstances under which the resale of the securities came to be restricted (e.g. escrow agreement, pooling agreement, private placement, etc.). Include number of securities subject to such restriction under each such circumstance and the percentage it represents relative to the total number of outstanding securities of that class.

**ATTACHMENT 3 – Consent and direction form for TSX Venture Exchange to provide documents to Toronto Stock Exchange**

We hereby direct TSX Venture Exchange to provide to Toronto Stock Exchange the following documents, in connection with and for the purposes of the Applicant’s listing on Toronto Stock Exchange:

Certified copies of all charter and equivalent documents

Date filed (mm/yyyy): \_\_\_\_\_

Copy of take-over protection agreement (or coattail trust agreement)

Date filed (mm/yyyy): \_\_\_\_\_

Copy of every security-based compensation arrangement

Arrangement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Arrangement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Copy of every agreement under which securities are escrowed or under a similar arrangement

Agreement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Agreement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Securities certificate for each class of securities to be listed

Date filed (mm/yyyy): \_\_\_\_\_

CUSIP confirmation issued by CDS or other relevant organisation

Security Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Security Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

We consent to the disclosure and delivery by TSX Venture Exchange of any or all of the above documents to Toronto Stock Exchange and acknowledge that these documents form part of the Applicant’s Listing Application to Toronto Stock Exchange and are subject to Part IV– Certificate and Declaration of the Applicant therein.

This consent and direction is authorized by:

\_\_\_\_\_  
Name of Authorized Individual

\_\_\_\_\_  
Position with Applicant

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Instructions:**

This attachment to the Listing Application may be completed by Applicants which are currently listed on TSX Venture Exchange and where such document has been submitted to TSX Venture Exchange in a form that would be acceptable to TSX. Indicate the date (mm/yyyy) when the most recent version of the document has been filed with TSX Venture Exchange.

If documents provided to TSX Venture Exchange are not current, it is the Applicant’s responsibility to ensure it provides TSX with all current and updated information and documentation in accordance with the requirements of the Listing Application.

**APPENDIX B  
NON-PUBLIC INTEREST TSX COMPANY MANUAL AMENDMENTS**

**Appendix D**

**Toronto Stock Exchange Evidence of Security Ownership**

**I. Requirements**

As provided in Section 349, this Appendix D sets out the requirements regarding evidence of security ownership.

Evidence of security ownership may take various forms. The table below describes these forms of evidence of ownership and provides TSX's corresponding filing requirements.

<b>Evidence of Security Ownership</b>	<b>TSX Filing Requirements</b>
<p><b>Certificated Issue:</b></p> <p>The listed securities are represented by one or more physical certificates held in registered form.</p>	<p>Issuer must file:</p> <ul style="list-style-type: none"> <li>• Colour copy of the generic certificate along with a letter from the issuing entity confirming that it meets the STAC requirements (see section II below); or</li> <li>• Specimen of the customized security certificate (see section III below).</li> </ul>
<p><b>Certificated Issue – BEO:</b></p> <p>The listed securities are subject to a CDS BEO securities services agreement and are represented by a physical global certificate held under custody at CDS.</p>	<p>Issuer must file:</p> <ul style="list-style-type: none"> <li>• Copy of the global certificate issued to CDS.</li> </ul>
<p><b>Uncertificated Issue – BEO:</b></p> <p>The listed securities are subject to a CDS BEO securities services agreement and are held uncertificated at a CDS approved transfer agent. The appointed transfer agent acts as the custodian of the listed securities in the CDSX system.</p>	<p>Issuer must file:</p> <ul style="list-style-type: none"> <li>• Confirmation from the appointed transfer agent that the uncertificated issue is eligible for BEO.</li> </ul>
<p><b>Uncertificated Issue – Non-Certificated Inventory (NCI):</b></p> <p>The listed securities are held by registered owners through a CDS approved transfer agent acting as the custodian of the securities in the CDSX system. Registered owners may require the transfer agent to issue physical certificates.</p>	<p>Issuer must file:</p> <ul style="list-style-type: none"> <li>• Colour copy of the generic certificate along with a letter from the issuing entity confirming that it meets the STAC requirements (see section II below); or</li> <li>• Specimen of the customized security certificate (see section III below).</li> </ul>
<p><b>Direct Registration System (DRS):</b></p> <p>Form of registration that allows listed securities to be held in electronic form without having a physical security certificate issued as evidence of ownership.</p>	<p>Issuer must file:</p> <ul style="list-style-type: none"> <li>• Confirmation from the appointed transfer agent that the securities are held through a DRS operated by the appointed transfer agent.</li> </ul>

If the Corporate statutes under which the listed issuer is constituted provide that security holders may require a certificate to evidence their security ownership, the listed issuer must meet the Certificated Issue or Uncertificated Issue – Non-Certificated Inventory described above.

**II. Generic Certificates**

Listed issuers may use generic certificates that comply with the STAC requirements (the "STAC Requirements"). When proposing to use generic certificates, listed issuers must provide TSX with a definitive specimen of the certificate or a

generic certificate produced on demand together with a letter from the issuing transfer agent confirming that the generic certificate is in compliance with all STAC Requirements. Listed issuers interested in using generic certificates and obtaining information on STAC Requirements should contact their transfer agent.

### **III. Customized Security Certificates**

#### **Exempt Issuers – Industrial Category**

##### **General**

1. All certificates representing listed securities of issuers listed on an exempt basis shall be printed in a manner acceptable to TSX by a recognized bank note company (or its affiliates) which has been approved by TSX for this purpose.
2. All security certificates shall be 12" × 8 (30.48 cm. × 20.32 cm.) in size.
3. All dies, rolls, plates and other engravings used in the manufacture of certificates shall, at all times, be and remain in the possession of the producing bank note company.
4. The design of security certificates shall include:
  - a) a vignette;
  - b) a "title" or legal name of the listed issuer;
  - c) a general or promissory text;
  - d) a colour panel or panels, or a colour border in lathe pattern, of not less than 10 square inches in total area;
  - e) a space to indicate ownership and denomination, generally referred to as the "open throat" area;
  - f) printed underlay in black or in colour in the area of the "open throat";
  - g) a printed underlay in colour other than black in the area of the general or promissory text;
  - h) a CUSIP number (as provided in Section 350 of the Manual);
  - i) a prominent indication of the class of securities to which the certificate refers;
  - j) a denomination "counter" separate and distinct from the "open throat" area;
  - k) a transferability clause, indicating where certificates are transferable;
  - l) the names of the transfer agent(s) and registrar(s), if other than the issuing company;
  - m) original or facsimile signatures of one or more officers of the listed issuer;
  - n) a document control or serial number; and
  - o) the name of the bank note company producing the certificate.
5. Certificates shall provide for transfer and registration in the principal office of, one or more, of the cities of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia. When securities are transferable in more than one city, the certificates shall be identical in colour and design, except as to the names of the transfer agent and registrar, as the case may be, and shall bear a legend naming all cities where transferable.
6. Where a single denomination certificate is issued, it shall be completed in accordance with the above requirements using a penetrating ink ribbon.
7. The denomination of a security certificate shall be indicated:
  - a) in the upper right-hand quadrant of the certificate in an area bearing an underlay of fine intaglio lines:

- i) in the case of a board lot certificate by printing in numerical form; or
  - ii) in the case of a certificate for less than 100 securities by computer printing or typewriting using a penetrating ink ribbon or by a process of paper maceration in numerical form.
- b) in the “open throat” area:
- i) by computer printing or typewriting using a penetrating ink ribbon in alphabetized form; or
  - ii) by a process of paper maceration in numerical form.

Where a single denomination security certificate is issued, the denomination shall be indicated by using a penetrating ink ribbon to express the denomination numerically in the “open throat” area using the matrix concept in which the number is inscribed in successively staggered positions on five consecutive lines or, alternatively, using a process of paper maceration in which the number is inscribed in a single line.

8. Security certificates shall be printed on paper produced exclusively for use by a bank note company, containing a multi-toned and multi-directional watermark design acceptable to TSX.

#### **Intaglio Content**

9. Security certificates shall be so printed that:
- a) an intaglio printing in colour other than black is made of the border or panel portions of the design, and of an underlying tint in the denomination “counter”;
  - b) an intaglio printing in black is made of the vignette, the general or promissory text and the legal name of the listed issuer;
  - c) an intaglio printing is made of wording or an abridgement of words in micro lettering of a size below normal readable limits, and in repetition.

For the purpose of these regulations, intaglio printing is defined as that process commonly used in bank note production in which ink is transferred to the paper from line engravings.

10. Where a listed issuer has two or more classes of securities listed, the certificates representing the different classes shall be substantially different in colour, as produced by the intaglio printing.
11. The general or promissory text shall be produced from line engravings in “script” style lettering.

#### **Vignettes**

12. Vignettes shall be at least 3.1 square inches (20 square centimeters) in area, and shall display a wide range of tonal quality from very light to very heavy lines, with ample content of middle tones and graduating shades. They shall consist of lines of differing vertical dimensions, some of which shall measure 25 microns perpendicular to the normal plane of paper.
13. Vignette designs shall not consist of a monogram, trade mark or other listed issuer symbol only, but shall include some plainly discernible features of at least a part of the human form.

#### **Miscellaneous**

14. A form of assignment shall be printed legibly on the back of each certificate in a colour other than black.
15. No impression shall be made on the face of a security certificate by means of a hand stamp, except to inscribe a date or the name of the registered holder.
16. Temporary or interim security certificates may be used for an emergency only and for a period not exceeding four months, subject to prior approval of TSX. In such circumstances, the promissory text and legal name of the listed issuer may be printed by other than the intaglio process and a vignette maybe omitted, so long as the certificates comply with all other technical requirements for security certificates. All temporary or interim security certificates shall be imprinted with the words “interim” or “temporary” in prominent colour and size at the top of the face.

17. Any listed issuer changing its name or revising or changing its share capital by redesignating its securities may overprint the security certificates to give effect to such change, preferably by the silvering-over process, subject to prior approval of TSX.
18. Security certificates containing any additional security features not mentioned above, such as a latent image, are acceptable to TSX provided the minimum requirements as set out herein are met.

**Issuers in the Mining and Oil and Gas Category and Non-Exempt Issuers**

19. All certificates representing listed securities of issuers listed on a non-exempt basis, shall be printed in a manner acceptable to TSX by a recognized bank note company (or its affiliates) which has been approved by TSX for this purpose.
20. Security certificates shall comply with requirements 2 to 18 inclusive respecting security certificates for listed issuers in the Industrial category, with the exception that requirements 4(a), 4(g), 9(b), 9(c) and 11 to 13 shall not apply.

**Requirements Respecting Certificates for Rights and Security Purchase Warrants**

21. Certificates for rights and security purchase warrants shall be printed in a manner acceptable to TSX by a recognized bank note company (or its affiliates) which has been approved by TSX for this purpose.
22. Certificates for rights and security purchase warrants must be of the same size as security certificates and shall meet the same requirements for intaglio printing in colour of the border or panels, including CUSIP numbers. However, under certain circumstances, such as when timing is critical, listed issuers will be permitted to use a true continuous form of lithographed certificate for rights or security purchase warrants only, subject to prior approval of TSX.



**PART I INTRODUCTION**

The following definitions will be added to the Interpretation section:

“**BEO**” means a security in book-entry-only form in CDSX, the clearing and settlement system maintained by CDS;

“**CDSX**” means the automated clearing and settlement system administered by CDS; and

“**STAC**” means the Securities Transfer Association of Canada.

**Transfer and Registration of Securities**

**347.**

While its securities are listed on TSX, a listed issuer must appoint and maintain a transfer and registrar with a principal office in one or more of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia, where all the issued securities of the listed classes must be directly transferable. Where transfer facilities are maintained in more than one city and generic or customized security certificates are used, all such certificates must be interchangeably transferable and identical in colour and form, except as to the names of the transfer agent and registrar, as the case may be. The combined amount of securities registered in all cities must not exceed the amount authorized by the Exchange to be listed. When used, generic or customized certificates must name the cities where they are transferable.

Listed issuers incorporated in the United States may appoint a transfer agent and registrar based in the United States, provided that they appoint a co-transfer agent in Canada (with transfer facilities in at least one of the cities mentioned above). Where a listed issuer uses a registrar in the United States, such registrar must be duly registered with the U.S. Securities and Exchange Commission.

## Security Certificates

**349.**

As a condition to listing securities on TSX, issuers must provide their security holders with evidence of ownership for all classes of securities to be listed.

The Exchange's requirements respecting of security ownership are set out in [Appendix D](#).

**Security Certificates**

**350.**

Certificates must bear a CUSIP number, which can be obtained from CDS. A CUSIP is the standard securities numbering system for Canada and the United States.

In order to assign a CUSIP number, CDS will normally require a current prospectus of the applicant issuer or a similar document. Listing applicants must provide TSX with a copy of the unqualified letter of confirmation from CDS respecting the issuance of a CUSIP number before the issuer's securities are listed, together with a confirmation from CDS that such securities are eligible for clearing and settlement through CDS.

Information regarding the application for a CUSIP number may be obtained by contacting CDS at 1 (800) 663-8429 or [eligibility@cds.ca](mailto:eligibility@cds.ca).

For issuers incorporated outside of Canada, TSX accepts unqualified letters of CUSIP confirmations from Standard & Poor's or equivalent organizations, together with a confirmation from CDS that the securities to be listed are eligible for clearing and settlement through CDS.

Further information regarding CUSIP numbers and the eligibility process may be found at [www.cds.ca](http://www.cds.ca).

## J. Change in Evidence of Security Ownership or Change in Security Certificate

### 468.

Listed issuers must notify TSX at least 10 business days prior to changing the form of evidence of security ownership for their listed securities. At the time of listing or in order to make a change effective, issuers must provide TSX with the required documentation and/or confirmation depending on the form of evidence of security ownership.

The Exchange's requirements respecting evidence of security ownership are set out in [Appendix D](#).

Immediately after any change is made to a generic or customized certificate representing listed securities, a definitive specimen of the new certificates (or a generic certificate produced on demand) must be filed with the Exchange's Listed Issuer Services. The new certificates must comply with all of the Exchange's requirements respecting security certificates, as set out in [Appendix D](#).

### 619. Name or Symbol Changes

- (a) A listed issuer proposing to change its name must notify TSX as soon as possible after the decision to change the name has been made. The new name must be acceptable to TSX.
- (b) If the proposed change is substantial, it may be appropriate for TSX to assign a new stock symbol to the listed issuer's securities. The listed issuer's choices, if any, in this regard should be communicated to TSX, in order of preference, in advance of the effective date of the name change. The symbol may consist of up to three letters (excluding the letters that differentiate between different classes of securities).
- (c) The following documents must be filed with TSX in connection with a name change:
  - i) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - ii) definitive specimens of the new generic or overprinted customized security certificates, if any, in accordance with the requirements set out in Appendix D; and
  - iii) a copy of the unqualified letter of confirmation from CDS disclosing the CUSIP number assigned to each of the issuer's listed securities after giving effect to the name change (see [Section 350](#)).

TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).

- (d) The listed issuer's securities will normally commence trading on TSX under the new name at the opening of business two (2) or three (3) trading days after all the documents set out in [Subsection 619\(c\)](#) are received by TSX.
- (e) A listed issuer may request a change to the symbol assigned to its listed securities subject to the payment of the applicable fee (see TSX Listing Fee Schedule).

## 620. Stock Split

- (a) There are two methods of effecting a stock split: the “push-out” method and the “call-in” method. If the stock split is accompanied by a security reclassification, either the push-out method or the call-in method may be used; otherwise the push-out method is preferable.
- (b) Under the push-out method, the security holders keep the security certificates they currently hold, and security holders of record as of the close of business on a specified date (the “record date”) are provided with additional or replacement security certificates by the listed issuer.
- (c) Where the push-out method is used, the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required, giving effect to the split must be issued at least seven, and preferably not less than ten, trading days prior to the record date. Accordingly, if the stock split must be approved by security holders, the meeting of security holders must take place at least seven trading days in advance of the record date. If the push-out method is used, the following documents must be received by TSX at least seven trading days in advance of the record date:
- i) written confirmation of the record date including the time of day (“close of business” will be sufficient for this purpose);
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required;
  - iii) an opinion of counsel that all the necessary steps have been taken to validly effect the split in accordance with applicable law and that the additional securities will be validly issued as fully paid and non-assessable;
  - iv) a written statement as to the date on which it is intended that the additional security certificates will be mailed to the security holders; and
  - v) if the stock split is accompanied by a security reclassification,
    - i. definitive specimens of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D; and
    - ii. an unqualified letter of confirmation from CDS disclosing the CUSIP number assigned to each class of listed securities (see [Section 350](#)).
- TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).
- (d) Where the push-out method is used, the securities will commence trading on TSX on a split basis at the opening of business on the second trading day preceding the record date. Due Bill trading may be used in certain circumstances as determined at the discretion of the Exchange. See [Section 429.1](#).
- (e) Under the call-in method, the listed issuer implements the stock split by replacing the security certificates currently in the hands of the security holders with new certificates. Letters of Transmittal are sent to the security holders requesting them to exchange their security certificates at the offices of the listed issuer’s transfer agent.
- (f) Where the call-in method is used, the following documents must be received by TSX in order for the stock split to be effected on TSX:
- i) two copies of the Letters of Transmittal;
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document such as a certified copy of the board of directors’ resolution if no amendments to the articles are required;
  - iii) an opinion of counsel that all the necessary steps have been taken to validly effect the split in accordance with applicable law and that the additional securities will be validly issued as fully paid and non-assessable;
  - iv) definitive specimens of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D;
  - v) a copy of the unqualified letter of confirmation from CDS disclosing the CUSIP numbers assigned to each new class of listed securities (see [Section 350](#)); and

vi) a written statement as to the intended mailing date of the Letters of Transmittal.

TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).

- (g) Where the call-in method is used, the listed securities will normally commence trading on TSX on a split basis at the opening of business two or three trading days after the later of the date all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.
- (h) Where a listed issuer proposing to split its stock has warrants posted for trading on TSX, the form of warrant certificate must not be changed by virtue of the split, but any new warrant certificate issued by the listed issuer after the stock split becomes effective must contain a notation disclosing the effect of the stock split on the rights of the warrant holders and a statement that the number of warrants represented by the warrant certificate for trading purposes is equal to the number imprinted in the top right-hand corner (or other location, if appropriate) of the certificate.



**621. Stock Consolidation**

- (a) A stock consolidation by a listed issuer requires the prior consent of TSX.
- (b) A listed issuer undergoing a stock consolidation must meet, post-consolidation, the continued listing requirements contained in Part VII of this Manual (see [Section 712](#)).
- (c) A stock consolidation must be accompanied by a concurrent change in-CUSIP number.
- (d) The following documents must be filed with TSX order for the stock consolidation to be effected on TSX:
  - i) one copy of the Letters of Transmittal;
  - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - iii) opinion of counsel that all the necessary steps have been taken to validly effect the consolidation in accordance with applicable law;
  - iv) a written evidence from the listed issuer's transfer agent that, on a post-consolidation basis, there will be at least 500,000 freely tradable securities held by at least 150 public holders, each holding a board lot or more;
  - v) a definitive specimen of the new generic or customized security certificates, if any, in accordance with the requirements set out in Appendix D;
  - vi) a copy of the unqualified letter of confirmation from CDS disclosing the new CUSIP number assigned to the listed securities (see [Section 350](#)); and
  - vii) a written statement as to the intended mailing date of the Letters of Transmittal.

TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).
- (e) The listed securities will normally commence trading on TSX on a consolidated basis at the opening of business two or three trading days after the later of the date upon which all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.

**622. Security Reclassification (with no stock split)**

- (a) The following documentation must be filed with TSX in connection with a security reclassification (with no stock split):
- i) a notarial or certified copy of the Certificate of Amendment, or equivalent document;
  - ii) an opinion of counsel that all the necessary steps have been taken to validly effect the security reclassification in accordance with applicable law;
  - iii) a definitive specimen of the new generic or overprinted customized security certificate, if any, in accordance with the requirements set out in Appendix D;
  - iv) a copy of the unqualified letter of confirmation from CDS disclosing the CUSIP number assigned to each class of listed securities (see [Section 350](#));
  - v) one copy of the Letters of Transmittal, if applicable; and
  - vi) a written statement as to the intended mailing date of the Letters of Transmittal, if applicable.

TSX will invoice the listed issuer for the substitutional listing fee payable (see TSX Listing Fee Schedule).

- (b) The reclassification will normally become effective for trading purposes at the opening of business two or three trading days after the later of the date upon which all required documents are received by TSX and the date the Letters of Transmittal are mailed to the security holders.

## G. Supplemental Listings

### 623.

- (a) A listed issuer proposing to list securities of a class not already listed should apply for the listing by letter addressed to TSX. The letter must be accompanied by one (1) copy of the preliminary prospectus or, if applicable, the draft circular describing the provisions attaching to the securities.
  - (b) If TSX conditionally approves the listing of the securities, this fact may be disclosed in the final prospectus, or in other documents, in accordance with Section 346, and TSX will so advise the securities regulatory authorities.
  - (c) The minimum public distribution requirements for a supplemental listing are the same as the minimum requirements for original listing as set out in Section 310. However, TSX will give consideration to listing non-participating preferred securities and debt securities that do not meet these requirements if the market value of such securities outstanding is at least \$2,000,000 and:
    - i) if the securities are convertible into participating securities, such participating securities are listed on TSX and meet the minimum public distribution requirements for original listing; or
    - ii) if the securities are not convertible into participating securities, the listed issuer is exempt from Section 501.
  - (d) The following documents must be filed with TSX within ninety (90) days of TSX conditional acceptance of the supplemental listing (or within such later time as TSX may stipulate):
    - i) a notarial or certified copy of the resolution of the board of directors of the listed issuer authoring the application to list the securities;
    - ii) a notarial or certified copy of the Certificate of Amendment, or equivalent document, giving effect to the creation of the securities;
    - iii) one commercial copy of the final prospectus, or other offering document, if applicable;
    - iv) an opinion of counsel that the securities to be listed have been validly created in accordance with applicable law and that the securities are validly issued as fully paid and non-assessable;
    - v) a definitive specimen of the generic or customized security certificate, if any, in accordance with the requirements set out in Appendix D;
    - vi) a copy of the unqualified letter of confirmation from CDS disclosing the CUSIP number assigned to the securities (see Section 350); and
    - vii) evidence of satisfactory distribution of the securities to be listed, which evidence may take the form of a letter from the underwriters/agents setting out the anticipated distribution of the securities based on subscriptions received as of the date of the letter and that, at the time of listing, the distribution requirements set out in Subsections 609(b), 623(c) or Section 310, as applicable, will be met. For securities that are not to be listed immediately upon closing of a public offering or distributed by any other way, such letter may be provided by the transfer agent.
- TSX will invoice the listed issuer for the supplemental listing fee payable (see TSX Listing Fee Schedule).
- (e) In the case of securities being offered to the public, TSX may post such securities for trading prior to the closing of the offering, at the listed issuer's request (after consultation with the Participating Organization). TSX staff will advise the listed issuer of the requirements in this regard. Any trading that takes place prior to closing will be on an "if, as and when issued" basis.

**Toronto Stock Exchange Listing Agreement**

In consideration of the listing on Toronto Stock Exchange, a division of TSX Inc. (hereinafter called the **Exchange**) of securities of the undersigned (hereinafter called the **Applicant**), the Applicant agrees with the Exchange as follows:

1. The Applicant will comply with all Exchange requirements applicable to listed issuers, including Exchange rules, policies, rulings and procedural requirements and any additions or amendments which may be made thereto from time to time which rules, policies, ruling and procedural requirements may be in addition to in lieu of the provisions of this agreement.
2. Without limiting the generality of paragraph 1 hereof, the Applicant shall:
  - a. not issue any securities (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
  - b. not undergo a material change in its business or affairs without the prior consent of the Exchange, unless the Applicant is exempted from this requirement by the Exchange;
  - c. maintain transfer and registration facilities in the principal office of, one or more, of the cities of Vancouver, British Columbia; Calgary, Alberta; Toronto, Ontario; Montréal, Québec; or Halifax, Nova Scotia where all listed securities shall be directly transferable and registerable, and no fee shall be charged for the transfer and registration of such securities (other than government stock transfer taxed) after the Exchange has exempted the Applicant from the requirements referred to in clause b) hereof;
  - d. notify the Exchange at least seven trading days in advance of each dividend record date;
  - e. forthwith file with the Exchange one copy of all financial statements (unless filed publicly through SEDAR) required to be published or filed for inspection by law, including the Applicants law of incorporation or applicable securities legislation, or by the Exchange;
  - f. file with the Exchange one copy of all notices, reports or other written correspondence sent by the Applicant to its holders of listed securities concurrently with the sending of such correspondence to the security holders;
  - g. notify the Exchange on a monthly basis of any changes to the number of issued securities of any listed class (nil reports being required on a quarterly basis) using TSX SecureFile®;
  - h. not change the provisions attaching to any warrants, convertible debentures, rights or other securities outstanding from time to time (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
  - i. pay, when due, any applicable fees or charges established by the Exchange from time to time; and
  - j. furnish to the Exchange, at any time upon demand, such information or documentation concerning the Applicant as the Exchange may reasonably require or request.
3. The Exchange shall have the right, at any time, to halt or suspend trading in any listed securities of the Applicant with or without notice and with or without giving any reason for such action, or to delist such securities, provided that the Exchange shall not delist securities of the Applicant without providing the Applicant with an opportunity to be heard.

\_\_\_\_\_  
DATE POSITION WITH APPLICANT

\_\_\_\_\_  
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

\_\_\_\_\_  
DATE POSITION WITH APPLICANT

\_\_\_\_\_  
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

**INSTRUCTIONS**

Toronto Stock Exchange (**TSX**) has established separate requirements for three categories of issuers applying to list on TSX (**Applicants**): Industrial (general/technology/research & development), Mining, and Oil and Gas. Special purpose issuers such as exchange traded funds, split share corporations, income trusts, investment funds and limited partnerships are listed under the Industrial (General) category. These requirements are set out in Part III of the TSX Company Manual (the **Company Manual**).

The Listing Application is comprised of the following three principal components:

1. **Principal Listing Document** – Applicants must file one of the following documents (a **Principal Listing Document**) with TSX:
  - a. Annual Information Form (using Form 51-102F2);
  - b. Prospectus (using Form 41-101F1);
  - c. Annual Report for U.S. Issuers (using Form 10K); or
  - d. Annual Report for Foreign Private Issuers (United States) (using Form 20-F).

Other documents and forms from other jurisdictions may also be acceptable to TSX insofar as they provide information that is similar to that of the forms mentioned above. The use of any other such form must be pre-cleared by TSX.

The Principal Listing Document filed in connection with the Listing Application should be for the most recently completed financial year. If the Principal Listing Document is a Prospectus, it must have been filed with the Canadian Securities Administrators within the last 12 months preceding the date at which the Applicant files its original listing application.

In an appendix to the Listing Application, Applicants must supplement the disclosure provided in the Principal Listing Document by attaching relevant subsequent continuous disclosure filings such as material change reports, business acquisition reports and press releases, and any other information required to ensure the disclosure provided to TSX is current.

Applicants who do not already have a Principal Listing Document available should provide material information on their business by completing and filing with TSX an Annual Information Form, using Form 51-102F2. In such instance, Applicants may present information as at the last day of their recently completed financial quarter or financial year and the Form 51-102F2 must specify the relevant date of the disclosure and include updated information in an appendix to the Listing Application, as required.

2. **TSX Listing Application**

The Listing Application should initially be submitted to TSX in draft form using the “Toronto Stock Exchange – Listing Application” attached to this Appendix A. Questions should not be omitted or left unanswered; nor should the sequence be altered. The executed listing application in final form should only be provided as part of the final listing materials.

3. **Documents to be filed in support of the TSX Listing Application**

Documents which must be filed in support of the listing application are enumerated in the “List of Documents to be Filed” (the **List of Documents**). Some documents must be filed concurrently with the draft Listing Application while others must be filed after the Applicant has been conditionally approved for listing but prior to listing on TSX, as provided in the List of Documents.

**Appendix A – Original Listing Application**  
(as at ~~June 16, 2008~~ May 21, 2015)

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**DOCUMENTS AND INFORMATION AVAILABLE ON WWW.TMX.COM**

The following documents which may be helpful in preparing your listing application are available on [www.tmx.com](http://www.tmx.com).

<b>Document</b>	<b>Format</b>
<a href="#">TSX Listing Application (and Attachments)</a>	Word
<a href="#">Personal Information Form and Consent for Disclosure of Criminal Record Information Form</a>	Word
<a href="#">Statutory Declaration Form and Consent for Disclosure of Criminal Record Information Form</a>	Word
<a href="#">TSX Original Listing Requirements</a>	HTML
<a href="#">TSX SecureFile Registration Form</a>	Word
<a href="#">TSX Listing Fee Schedule</a>	PDF

For more information on the completion of the listing application, the listing requirements, or the listing process, please call (416) 947-4533 or email [listedissuers@tmx.com](mailto:listedissuers@tmx.com).

**PRODUCTS AND SERVICES AVAILABLE TO LISTED ISSUERS**

Once listed on TSX, issuers have access to a variety of products and services. A description of these products and services is available on [www.tmx.com](http://www.tmx.com).

<b>Product/Service</b>
<a href="#">TSX InfoSuite</a>
<a href="#">TSX SecureFile®</a>
<a href="#">TSX Enhanced Broker Summary</a>
<a href="#">Historical Data Access</a>
<a href="#">Listed Logo Program</a>
<a href="#">Hosting at the Exchange</a>
<a href="#">TMX Learning Academy</a>

For more information on TSX products and services, please call 1-888-788-2490 or email [issuersupport@tmx.com](mailto:issuersupport@tmx.com).

**Appendix A – Original Listing Application**  
(as at ~~June 16, 2008~~ May 21, 2015)

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**LIST OF DOCUMENTS TO BE FILED**

The following documents must be filed concurrently with the Principal Listing Document and the TSX Listing Application in draft form.

Applicants that are listed on the TSX Venture Exchange may be exempted from filing certain documents as noted below. Please refer to the footnotes for complete details.

1. A Personal Information Form and Consent for Disclosure of Criminal Record Information Form (collectively, a **PIF**), to be completed by every individual who will, at the time of listing:
  - a. be an officer or director of the Applicant; or
  - b. beneficially own or control, directly or indirectly, securities carrying greater than 10% of the voting rights attached to all outstanding voting securities of the Applicant.

Where an individual has submitted a PIF to TSX or to TSX Venture Exchange within the last 36 months and the information provided on such PIF has not changed, a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form may be completed and filed in lieu of a PIF<sup>1</sup>.

Additional costs incurred to conduct searches on Individuals **residing outside of Canada, the United States of America, the United Kingdom and Australia** will be charged to and must be paid by the Applicant.

2. A cheque for the original listing application fee payable, as provided in the TSX Listing Fee Schedule<sup>2</sup>.
3. The following financial statements, as applicable, unless included in the Principal Listing Document or available on SEDAR:
  - a. audited financial statements for the most recently completed financial year, signed by two directors of the Applicant on behalf of the Board;
  - b. unaudited financial statements for the most recently completed financial quarter, signed by two directors of the Applicant on behalf of the Board; and
  - c. if the Applicant has recently completed or proposes to complete a transaction such as a business acquisition or a significant disposition and such transaction would materially affect the financial position or operating results of the Applicant, pro forma financial statements that give effect to the transaction must be submitted.
4. **For Mining and Oil & Gas Applicants**
  - a. full and up-to-date reports on the significant properties of the Applicant, prepared in compliance with the National Instrument 43-101 (**NI 43-101**) for Mining Applicants and in compliance with National Instrument 51-101 (**NI 51-101**) for Oil & Gas Applicants. Reports prepared in conformity with other reporting systems deemed by TSX to be substantially equivalent to NI 43-101 and NI 51-101 may also be acceptable. Written consent from the author must be provided for the use of the reports in support of the Listing Application;
  - b. a certificate from the author of the reports confirming that he/she: i) has reviewed the disclosures in the Principal Listing Document regarding the properties covered by such reports; and ii) considers the disclosure to be accurate to the best of his/her knowledge; and

<sup>1</sup> In the context of the listing of a special purpose issuer, where an individual has submitted a PIF to TSX within the last 12 months and the information provided on such PIF has not changed, such individual will be exempted from providing a PIF or a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form, as applicable.

<sup>2</sup> The original listing application fee is waived for Applicants listed on TSX Venture Exchange.

- c. projected sources and uses of funds statement for a period of 18 months, including related assumptions, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer, unless the Applicant is applying for listing pursuant to Section 314.1 or 319.1 (Requirements for Eligibility for Listing Exempt from Section 501).
5. **Technology Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 12 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
6. **Research and Development Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 24 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
7. Certified copies of all charter documents, including Articles of Incorporation, Letters Patent, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, partnership agreements, trust indentures, declarations of trust or equivalent documents<sup>1</sup>. **Applicants incorporated outside of Canada** may be required to provide a reconciliation of the corporate laws in their home jurisdiction to those of the *Canada Business Corporation Act*.
8. **Applicants with Restricted Voting Securities** – One copy of the take-over protection agreement (or coattail trust agreement) which meets, or will be amended to meet, the requirements of Section 624 (l) of the Company Manual<sup>1</sup>.
9. One copy of every security based compensation arrangement and any other similar agreement (a **Plan**) under which securities may be issued, together with a sample option agreement used for option grants if there is a Plan in place or all individual option agreements if the Applicant has no Plan. If security holder approval was required for the Plan, include a copy of the approval<sup>1</sup>.
10. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement<sup>1</sup>.
11. Reports evidencing the number of freely tradeable securities and the number of security holders in the form set out in Attachments 1 and 2 of the Listing Application for each class of securities to be listed including warrants and convertible debentures.
12. Sponsorship letter in draft form from TSX participating organization in compliance with the requirements set out in Section 326 of the Company Manual, unless exempted by TSX<sup>2</sup>.
13. Information required to update the Principal Listing Document, including continuous disclosure filings such as material change reports, business acquisition reports, press releases and any other information required to make the listing application current. In addition, such appendix should include an updated chart of the trading history of the securities of the Applicant up to the end of the month preceding the application to list on TSX, if applicable.

<sup>1</sup> If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide it to TSX.

<sup>2</sup> Applicants currently listed on TSX Venture Exchange should contact TSX to discuss providing a sponsorship letter. Generally, TSX Venture Exchange Applicants are not required to submit a sponsorship letter if they have: i) provided a sponsorship letter as a result of a major transaction pursuant to TSX Venture Exchange policy within the last 18 months; ii) cleared a prospectus in the past 12 months; iii) traded on the TSX Venture Exchange for a minimum period of 24 months, meet the original listing requirements detailed in Part III of the Company Manual and are in good standing with all TSX Venture Exchange regulatory requirements; or iv) completed an eligibility review as outlined in Sec. 305 of the Company Manual and the TSX has determined that the issuer meets the listing requirements and no sponsorship letter is required.



The following documents must be filed after the Applicant has been conditionally approved for listing on TSX, together with any additional documentation specified in the conditional approval letter.

1. TSX Listing Application duly completed in final form. The certificate and declaration accompanying the Listing Application must be signed by: i) the Chief Executive Officer (or President); and ii) the Corporate Secretary or the Chief Financial Officer of the Applicant, or if not available, by another duly authorized senior officer of the Applicant. Declarations must be made before a Notary Public. If the declarations are made outside of Canada, appropriate adjustments should be made.
2. A letter from the trust company which acts as transfer agent and registrar in the City of Toronto stating that it has been duly appointed as transfer agent and registrar for the Applicant and is in a position to make transfers and make prompt delivery of security certificates. The letter must state what fee, if any, is charged for transfers<sup>1</sup>.
3. Security certificates – Issuers must provide for evidence of security ownership, for each class of securities to be listed<sup>1</sup>, as set out in Appendix D of the Company Manual.
4. CUSIP confirmation – one of the following, for each class of securities to be listed<sup>1</sup>:
  - a. for applicants incorporated in Canada – an unqualified letter of confirmation from CDS confirming the CUSIP number assigned to each class of securities to be listed on TSX; or
  - b. for applicants incorporated outside of Canada – an unqualified letter of confirmation from the entity which has the jurisdiction to assign CUSIPs confirming the CUSIP number assigned to each class of securities to be listed and a confirmation from CDS that the securities to be listed on TSX are eligible for clearing and settlement through CDS.
5. A letter from legal counsel setting out, in effect, that legal counsel has examined, or is familiar with, the records of the Applicant and is of the opinion that:
  - a. it is a valid and subsisting company (or other legal entity, as applicable);
  - b. all of the securities, which have been allotted and issued as set out in the listing application, have been legally created; and
  - c. all of the securities, which have been allotted and issued as set out in the listing application, are or will be validly issued as fully paid and non-assessable.
6. A copy of every material contract referred to in the listing application, if not already provided pursuant to a different requirement in this list and if not available in current form on SEDAR<sup>1</sup>.
7. Duly completed registration form for TSX SecureFile which is available on [www.tmx.com](http://www.tmx.com).

**TSX reserves the right to require any additional document or information as it deems appropriate in order to assess the Applicant's eligibility to list on TSX.**

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<sup>1</sup> If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide such documents to TSX.


**TORONTO STOCK EXCHANGE – LISTING APPLICATION**
**PART I – GENERAL INFORMATION**
**A. Listing Category**

Indicate the category pursuant to which the listing is sought.

<b>Industrial</b>	<b>Industrial</b>	<b>Mining</b>	<b>Oil &amp; Gas</b>
Profitable (309 a)	Structured Products	Producing (314 a)	Non exempt (319)
Forecasting Profitability (309 b)	ETFs	Exploration & Development (314 b)	Exempt (319.1)
Profitable Exempt (309.1)	Other	Producing Exempt (314.1)	
Technology (309 c)			
Research & Development (309 d)			

**B. Contact Information**

LEGAL NAME OF APPLICANT

ADDRESS

TELEPHONE

FACSIMILE

EMAIL

WEBSITE

**C. Investor Relations Contacts**

Provide information for all principal contact(s) for investor relations purposes.

1.

NAME

TITLE

TELEPHONE

EMAIL

2.

NAME

TITLE

TELEPHONE

EMAIL

**PART II – SECURITY-RELATED INFORMATION****A. Securities to be listed**

Security Class	CUSIP	Total Number Authorized	A	B	A + B
			Total Number Issued	Total Authorized to be Issued for a Specific Purpose <sup>1</sup>	Total to be Listed

**B. Securities authorized for issuance for a specific purpose<sup>2</sup>**

Security or Instrument Name	Number of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (dd/mm/yyyy)
<b>TOTAL<sup>3</sup></b>			

**PART III – OTHER INFORMATION**

1. If the Applicant has previously been denied its application to have its securities listed on any market, please provide all relevant information, including the name of the market, the date and reasons why application was denied or unsuccessful.

**PART IV – ADDITIONAL INFORMATION FOR APPLICANTS INCORPORATED OUTSIDE OF CANADA**

1. Name the jurisdictions in which the Applicant is a reporting issuer (or equivalent status).
2. Date of most recent annual meeting and date and type of most recent financial report to security holders.
3. Describe any restrictions on the free tradeability of the securities to be listed. In the absence of restrictions, confirm that the securities will be freely tradeable in Canada.

<sup>1</sup> The number of securities authorized to be issued for a specific purpose should correspond to the number of securities reserved for issuance provided in section B of Part II of this Listing Application.

<sup>2</sup> For example, include the number of securities which can be issued pursuant to outstanding warrants, convertible debentures, stock options plans, share purchase plans and conversion rights.

<sup>3</sup> The total number of securities reserved for issuance should correspond to the total number of securities authorized to be issued for a specific purpose provided in Section A of Part II of this Listing Application.

**PART V– CERTIFICATE AND DECLARATION OF THE APPLICANT**

After having received approval from its Board of Directors,

**LEGAL NAME OF APPLICANT**

applies to list the securities designated in this application on Toronto Stock Exchange.

**AUTHORIZATION AND CONSENT:** THE APPLICANT HEREBY AUTHORIZES AND CONSENTS TO THE COLLECTION BY ANY OF TORONTO STOCK EXCHANGE, A DIVISION OF TSX INC., TSX VENTURE EXCHANGE INC. AND THEIR SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS OF ANY INFORMATION WHATSOEVER (WHICH MAY INCLUDE PERSONAL, CREDIT, OR OTHER INFORMATION) FROM ANY SOURCE, INCLUDING WITHOUT LIMITATION FROM AN INVESTIGATIVE AGENCY OR A RETAIL CREDIT AGENCY, AS PERMITTED BY LAW IN ANY JURISDICTION IN CANADA OR ELSEWHERE. THE APPLICANT ACKNOWLEDGES AND AGREES THAT SUCH INFORMATION MAY BE SHARED WITH AND RETAINED BY TORONTO STOCK EXCHANGE, A DIVISION OF TSX INC., TSX VENTURE EXCHANGE INC. AND THEIR SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS INDEFINITELY.

The two officers signing below solemnly declare that as of the date hereof they each: i) have been duly authorized by the Board of Directors (or similar body) of the Applicant to sign this certificate and declaration; ii) certify that all of the information in this Listing Application, any attachments, documents incorporated by reference and any other documentation filed in connection therewith, including documents obtained from SEDAR or from TSX Venture Exchange on consent and direction, is true and correct to the best of their knowledge, information and belief; and iii) make this solemn declaration conscientiously believing it to be true and knowing this it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

\_\_\_\_\_  
DATE POSITION WITH APPLICANT

\_\_\_\_\_  
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

Declared before me in \_\_\_\_\_ on \_\_\_\_\_  
CITY, PROVINCE, COUNTRY (as applicable) DATE

Commissioner of Oaths, Notary Public,  
etc. \_\_\_\_\_

Notary's seal



\_\_\_\_\_  
DATE POSITION WITH APPLICANT

\_\_\_\_\_  
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

Declared before me in \_\_\_\_\_ on \_\_\_\_\_  
CITY, PROVINCE, COUNTRY (as applicable) DATE

Commissioner of Oaths, Notary Public,  
etc. \_\_\_\_\_

Notary's seal



**ATTACHMENT 1 – Statement from transfer agent relating to number of security holders**

We hereby confirm that that there are, as of [insert date], [insert number] holders of at least one board lot of [insert security name] of [insert Applicant name].

This statement is certified by:

\_\_\_\_\_  
Name of Authorized Individual

\_\_\_\_\_  
Position with Transfer Agent

\_\_\_\_\_  
Transfer Agent (company name)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Instructions:**

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX and should be certified by the transfer agent.

A “**board lot**” means 100 securities having a market value of \$1.00 per security or greater; 500 securities having a market value of less than \$1.00 and not less than \$0.10 per security; or 1,000 securities having a market value of less than \$0.10 per security.

**ATTACHMENT 2 – Statement evidencing the number of freely tradeable securities**

Applicant Name: \_\_\_\_\_

Security Class: \_\_\_\_\_

	<u># of Securities</u>	<u>% of O/S Securities</u>
<b>Number of securities issued and outstanding (A):</b>		
Section 1. Securities held by officers, directors of the Applicant and significant security holder(s) <sup>1</sup> :		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
<b>Total – Section 1 (B)</b>		
Section 2. Securities not freely tradeable in Canada:		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
<b>Total – Section 2 (C)</b>		

**Number of Freely Tradeable and Publicly-held Securities (A-B-C)**

The above report is certified to be true and correct as at:

\_\_\_\_\_ Date

This statement is certified by:

\_\_\_\_\_ Name of Officer of Applicant

\_\_\_\_\_ Position

\_\_\_\_\_ Signature

**Instructions:**

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX.

**In Section 1** – Disclose the identity of each party who is the significant security holder<sup>1</sup> with their respective security holdings and the percentage it represents relative to the total number of outstanding securities of that class. Securities held by officers and directors may be aggregated as a group, unless such individual also is a significant security holder.

<sup>1</sup> A significant security holder is an entity or individual who beneficially own or control, directly or indirectly, securities carrying greater than 10% of the voting rights attached to all outstanding voting securities of the Applicant.

**In Section 2** – Disclose the agreement or circumstances under which the resale of the securities came to be restricted (e.g. escrow agreement, pooling agreement, private placement, etc.). Include number of securities subject to such restriction under each such circumstance and the percentage it represents relative to the total number of outstanding securities of that class.

**ATTACHMENT 3 – Consent and direction form for TSX Venture Exchange to provide documents to Toronto Stock Exchange**

We hereby direct TSX Venture Exchange to provide to Toronto Stock Exchange the following documents, in connection with and for the purposes of the Applicant's listing on Toronto Stock Exchange:

Certified copies of all charter and equivalent documents

Date filed (mm/yyyy): \_\_\_\_\_

Copy of take-over protection agreement (or coattail trust agreement)

Date filed (mm/yyyy): \_\_\_\_\_

Copy of every security-based compensation arrangement

Arrangement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Arrangement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Copy of every agreement under which securities are escrowed or under a similar arrangement

Agreement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Agreement Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Securities certificate for each class of securities to be listed

Date filed (mm/yyyy): \_\_\_\_\_

CUSIP confirmation issued by CDS or other relevant organisation

Security Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

Security Name: \_\_\_\_\_ Date filed (mm/yyyy): \_\_\_\_\_

We consent to the disclosure and delivery by TSX Venture Exchange of any or all of the above documents to Toronto Stock Exchange and acknowledge that these documents form part of the Applicant's Listing Application to Toronto Stock Exchange and are subject to Part IV– Certificate and Declaration of the Applicant therein.

This consent and direction is authorized by:

\_\_\_\_\_  
Name of Authorized Individual

\_\_\_\_\_  
Position with Applicant

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**Instructions:**

This attachment to the Listing Application may be completed by Applicants which are currently listed on TSX Venture Exchange and where such document has been submitted to TSX Venture Exchange in a form that would be acceptable to TSX. Indicate the date (mm/yyyy) when the most recent version of the document has been filed with TSX Venture Exchange.

If documents provided to TSX Venture Exchange are not current, it is the Applicant's responsibility to ensure it provides TSX with all current and updated information and documentation in accordance with the requirements of the Listing Application.