

Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 Toronto Stock Exchange Notice of Approval of Housekeeping Amendments to the Toronto Stock Exchange Company Manual

TORONTO STOCK EXCHANGE

NOTICE OF APPROVAL

HOUSEKEEPING AMENDMENTS TO THE TORONTO STOCK EXCHANGE COMPANY MANUAL

Introduction

In accordance with the "Protocol for Commission Oversight of Toronto Stock Exchange Rule Proposals" (the "Protocol") between the Ontario Securities Commission (the "OSC") and Toronto Stock Exchange ("TSX"), TSX has adopted and the OSC has approved, various amendments (the "Amendments") to the TSX Company Manual (the "Manual"). The Amendments are housekeeping in nature and therefore, are considered non-public interest amendments.

Reasons for the Amendments

The Amendments have been made in order to centralize all defined terms into Part I – *Introduction* of the Manual; to update cross references within the Manual and to securities laws; and to better organize certain lengthy sections.

Summary of the Amendments

The Amendments represent a number of housekeeping amendments to various Parts of the Manual, and are summarized as follows:

Part I - Introduction:	All definitions throughout the Manual have been centralized in Part I, and have not changed. They have only been moved from other parts of the Manual. Five additional definitions have been formalized as well, which are: the "Exchange", "IPO", the "Manual", "NCIB" and "SecureFile". The commentary has also been updated to reflect updates to definitions and the repeal of Part II of the Manual.
Part II - Why List on the Toronto Stock Exchange:	The content in Part II has been deleted and will not be replaced with anything at this time. Part II contained a brief summary of the history of TSX and did not contain any rules, policies or procedures. It was out of date and no longer added value to the Manual. Its removal has no impact on applicants or listed issuers.
Part III – Original Listing Requirements and Appendix A – Original Listing Application	The terms Company Manual, Ontario Securities Commission, <i>Securities Act</i> (Ontario) and Canadian Securities Administrators throughout Part III have been replaced with Manual, OSC, OSA and CSA, respectively. The cross reference in Section 328 has been updated to reflect the replacement of Appendix E with Section 624 of the Manual on January 1, 2005, and the number of preliminary prospectus copies needed in Section 339 and on page A-1 of the Listing Application has been reduced from 35 to 24. Sections 345 and 354.1 have been updated to reflect new department names and email addresses. The second sentence of the second paragraph of Section 352 has been deleted since original listing files are no longer provided to the Listings Advisory Committee ("LAC"), which is made up of persons in the securities industry, for consultation. Original listing files continue to be reviewed by the Listings Committee, which is made of internal staff. The LAC was rarely engaged in the review of original listing files, and as a result, its mandate has changed and it will be used for policy consultation only.
Part IV – Maintaining a Listing – General Requirements:	The terms Ontario Securities Commission, <i>Securities Act</i> (Ontario) and Canadian Securities Administrators throughout Part IV have been replaced with OSC, OSA and CSA, respectively, and the definition for Market Regulation Services Inc. has been moved to Part I.

	<p>Section 424 has been updated to reflect the latest list of Reporting Forms.</p> <p>Section 431 has been revised to clarify the procedure that a listed issuer must follow when a dividend or distribution is declared. The procedure requires the filing of Form 5 – Dividend/Distribution Declaration, followed by a telephone call to TSX to confirm receipt of the Form 5.</p> <p>Sections 437 and 443 have been updated to reflect changes to mailing and filing deadlines for annual and interim financial statements, respectively, by the commissions. The cross reference in Section 458 has been updated to reflect the replacement of Appendix E with Section 624 of the Manual on January 1, 2005.</p>
Part V – Special Requirements for Non-Exempt Issuers:	The term “unrelated” has been clarified to refer to transactions where the director is not related to the transaction. “Unrelated” in this Part, is not, and was not intended to be, a defined term. There was some confusion that the definition of this term had been deleted when Sections 473-475 were repealed, but that was not the case. Cross references in Subsection 501(c) have also been updated.
Part VI – Changes in Capital Structure of Listed Issuers:	<p>The terms Ontario Securities Commission and <i>Securities Act</i> (Ontario) in Part VI have been replaced with OSC and OSA, respectively, and all definitions in Section 601 have been moved to Part I. Cross references in Subsections 615(a), 616(a) and 634(a) have also been updated.</p> <p>Subheadings have been added to Section 613 for easier reference to subsections on security based compensation arrangements. Procedures for amending security based compensation arrangements, as set out in Subsection 613(d), have been clarified and set out in more detail in new Subsection 613(k).</p>
Form 4 – Personal Information Form (PIF):	A typo in the word “your” in Question 8B(iv) has been corrected.
Declaration (stand-alone to PIF):	Additional information lines have been added to the beginning of the Declaration so that TSX can better identify the issuer for which the Declaration is being submitted. Two other minor changes were made so that the Declaration remains identical in substance to the statutory declaration at the rear of the PIF. These changes were inadvertently missed in the past.
Form 11 – Notice of Private Placement:	Question 3(d) has been updated to reflect the change in location of the definition for the term “market price”.

Effective Date

The Amendments become effective on **December 11, 2006**.

The Amendments are attached as **Appendix A**.

Questions relating to this notice can be directed to:

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 Toronto Stock Exchange
 The Exchange Tower
 130 King Street West
 Toronto, Ontario M5X 1J2
 Tel: (416) 947-4246
 Fax: (416) 947-4461
 Email: luana.dicandia@tsx.com

APPENDIX A:

NOTICE OF APPROVAL TO HOUSEKEEPING AMENDMENTS

The TSX Company Manual (the "Manual") is amended as follows:

1. Part I – *Introduction* is amended as attached in Schedule 1.
2. Part II – *Why List on the Toronto Stock Exchange?* is repealed and deleted from the Manual.
3. Part III – *Original Listing Requirements* is amended as follows:
 - a. The terms Company Manual, Ontario Securities Commission, *Securities Act* (Ontario) and Canadian Securities Administrators throughout Part III have been replaced with Manual, OSC, OSA and CSA, respectively.
 - b. “**Section 328:** Where a company applies to list a class of participating shares, ...reference should be made to Section 624 and applicable securities laws ~~the Exchange Policy Statement on Restricted Shares, which is set out in Appendix E, and Ontario Securities Commission Policy 1.3.~~”
 - c. “**Section 339:** ...~~24~~ 35 copies of the preliminary prospectus must be filed with the Exchange for this purpose, together with completed Personal Information Forms (Appendix A). ...”
 - d. The email address in Section 345 has been changed to “listedissuers@tsx.com.”
 - e. In Section 352, the second sentence of the second paragraph has been deleted.
 - f. In Section 354.1 the words “Vice President, Advisory Affairs and/or” have been deleted, and the words “and/or his/her designate” have been added to the end of the sentence.
4. Part IV – *Maintaining a Listing – General Requirements* is amended as follows:
 - a. The terms Ontario Securities Commission, *Securities Act* (Ontario) and Canadian Securities Administrators throughout Part IV have been replaced with OSC, OSA and CSA, respectively, and the definition for Market Regulation Services Inc. has been moved to Part I.
 - b. “**Section 424:**
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 - FORM 10 – Change in Principal Business (deleted and combined with FORM 2 as of May 29, 2006)
 - FORM 11 – Notice of Private Placement
 - FORM 12 – Notice of Intention to Make a Normal Course Issuer Bid (pending final approval of Sections 628-629 & 629.2-629.3)
 - FORM 13 – Notice of Intention to Make a Debt Substantial Issuer Bid (pending final approval of Sections 628-629 & 629.2-629.3)
 - FORM 14 A&B– NCIB Monthly Reporting Forms (pending final approval of Sections 628-629 & 629.2-629.3)See Appendix H: Company Reporting Forms for filing instructions and the forms.”
 - c. “**Section 431:** Listed Issuer Services of the Exchange should be notified of a dividend declaration in writing by filing a Form 5 – Dividend/Distribution Declaration by SecureFile ~~telephone~~ immediately following, or even during, the directors’ meeting at which the decision to declare the dividend is made. Frequently, the Exchange staff will immediately contact the company following notification in order to verify the authenticity of the announcement. However, as the Exchange’s Listed Issuer Services has an intimate knowledge of the listed companies and their dividend policies, such additional safeguards are not always necessary. All Form 5 telephone notifications must be followed

by a telephone call to the Exchange to confirm that the Form 5 has been received by the Exchange confirmed immediately by the filing of a Form 5 — Dividend/Distribution Declaration by TSX SecureFile⁴.

A press release in lieu of a letter will be satisfactory as confirmation of a dividend if received promptly after the original notification of the dividend is given to the Exchange. However, precautions must be taken to ensure that the copy of the release is addressed to the Listed Issuer Services.”

- d. ~~“Section 437: Within 90 days from the end of its last fiscal year, Every listed company must forward annually to each shareholder who has requested them its annual financial statements and its management discussion and analysis (“MD&A”), prepared in accordance with National Instrument 51-102 *Continuous Disclosure Obligations* or National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*.~~

If a listed company produces an annual report, it must be filed publicly through SEDAR.

One copy of the annual financial statements and MD&A must be filed with TSX, concurrently with the filing sending of these materials with the OSC to the shareholders. Public filings through SEDAR will satisfy this requirement.”

- e. ~~“Section 443: Every listed company must, within 45 days from the end of the period to which the statements relate file with TSX one copy of its interim financial statements and its MD&A concurrently with the filing of these materials with the OSC. Public filings through SEDAR will satisfy this requirement. Interim financial statements that comply with applicable securities laws will satisfy the requirements of TSX.”~~

- f. ~~“Section 458: Companies with listed non-voting participating shares should refer to Section 624 Sec. 1.08 in Appendix E.”~~

5. Part V – *Special Requirements for Non-Exempt Issuers* is amended as follows:

- a. Subsection 501(c) is amended by replacing both cross references to “Section 601” with “Part I”.
- b. ~~“Section 501(c)(i): the proposed transaction to be approved by the board on the recommendation of the unrelated directors who are unrelated to the transaction; and ...”.~~

6. Part VI – *Changes in Capital Structure of Listed Issuers* is amended as follows:

- a. The terms Ontario Securities Commission and *Securities Act* (Ontario) have been replaced with OSC and OSA respectively, and all definitions in Sections 601 and 624 have been moved to Part I.
- b. Subheadings have been added to Section 613 for easier reference.
- c. **“Section 613:**

(d) ...Should a security based compensation arrangement not provide for the procedure for amending the arrangement, security holder approval will be required for such amendments, as provided for in Subsection 613(a). In addition, votes attaching to any securities held by insiders who hold securities subject to the amendment will be excluded. Please see Subsection (k) for more information.

(k) Security based compensation arrangements cannot be amended without obtaining security holder approval unless the arrangement contains a provision empowering the listed issuer’s board of directors (who may delegate this to a committee of the board) to make the specific amendment. Security holder approval is required for the introduction of and subsequent amendments to, such amending provisions. Disclosure provided to security holders voting on amending provisions, and annually, must state that security holder approval will not be required for amendments permitted by the provision.”

- d. Subsections 615(a), 616(a) and 634(a) are amended by replacing, in each Subsection, the cross reference to “Section 601” with “Section 602”.

7. Appendix A is amended by replacing the number 35 with 24 on the first page, in reference to the number of copies of preliminary prospectus' needed.
8. Form 4 – *Personal Information Form* is amended as follows:
“**Question 8B(iv):** had a cease trading order or similar order issued against your or an order issued against you”
9. The stand-alone Declaration is amended as attached in Schedule 2.
10. Form 11 – *Notice of Private Placement* is amended by replacing the cross reference in Question 3(d) from “as defined in Section 601” with “as defined in Part I”.

SCHEDULE 1 TO APPENDIX A:

PART I OF THE MANUAL

**PART I
INTRODUCTION**

The requirements set by the Toronto Stock Exchange relating to listed companies are a part of a substantial body of law and custom that, over the years, has evolved to ensure a fair and orderly market for listed securities. The Company Manual has been designed to provide a detailed and well-indexed compendium of these requirements.

The Exchange plays an important role in assisting in the recruitment of capital and in the maintenance of an effective secondary market for relatively new enterprises, as well as for established companies. Exchange listings range from junior mining, oil, gas and industrial issues to mature international companies. To accommodate companies with such a diversity of activity and size, while at the same time ensuring that certain basic standards are met, the Exchange maintains listing requirements for the various types of companies which list on the Exchange which apply specifically to junior companies, as well as requirements that are for more seasoned companies.

Organization of the Manual

In this Manual, for the purposes of clarity and convenience, the Exchange requirements that apply to special cases, such as junior companies, have been clearly separated from the general listing requirements. The Manual also segregates, in one part, all procedures and requirements applying at the time of listing, while requirements for the maintenance of a listing are brought together in other parts of the Manual.

Company executives contemplating the possibility of listing the securities of their company on a stock exchange must inevitably weigh the advantages of such a course of action for the company and its security holders. The Exchange is frequently asked about the benefits to be derived from a listing on the TSX Toronto Stock Exchange. Part of the reply to this question relates to the variety of the scope of services provided by the Exchange and its Participating Organizations. Part II of the Manual provides a summary of the main benefits to be gained from an exchange listing, and this is followed by a brief description of the Toronto Stock Exchange and its Participating Organizations. This information should enable executives to better measure the overall significance of a Toronto Stock Exchange listing for a company, its security holders and the capital markets in general.

Part III of the Manual deals with the requirements and procedures relating to a new listing. The remainder of the Manual is concerned with matters with which listed companies need to be familiar in order to maintain their listing on the Exchange.

Special Circumstances

The listing requirements of the Exchange are comprehensive, and relevant to most situations. Yet, because of rapid structural changes in business and the breadth and complexity of the activities of listed companies, circumstances could arise where explicit guidance may not be found in the Manual. In those instances where a particular corporate situation is unique, and where no specific rules relating to such a situation can be found, companies are expected to adhere to the spirit of the Exchange's listing requirements.

Interpretation

In this Manual,

"affiliates" has the same meaning as "affiliated companies" as found in the OSA and also includes those issuers that are similarly related, whether or not any of the issuers are corporations, companies, partnerships, limited partnerships, trusts, income trusts or investment trusts or any other organized entity issuing securities;

"associate" has the same meaning as found in the OSA;

"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 10¢ per security; or 1,000 securities having a market value of less than 10¢ per security;

"class" includes a series of a class of shares;

"Common Securities" means, for the purposes of Section 624, Residual Equity Securities that are fully franchised, in that the holder of each such security has a right to vote each security in all circumstances calling for a vote under the applicable

corporate or governing legislation, irrespective of the number of securities owned, that is not less, on a per security basis, than the right to vote attaching to any other security of an outstanding class of securities of the listed issuer;

“company” has the same meaning as found in the OSA and also includes a trust, partnership or other form of business organization;

“convertible security” means a security that, by its terms, is convertible into or exchangeable for listed securities, but does not include warrants or other securities that are exercisable for, or carry a right to purchase or cause the purchase of listed securities for additional consideration;

“CSA” means the Canadian Securities Administrators;

“equity security” includes a participating share and, except for the purposes of Appendix F, a nonparticipating share;

“Exchange” or “TSX” means Toronto Stock Exchange;

“insider” has the same meaning as found in the OSA and also includes associates and affiliates of the insider; and “issuances to insiders” includes direct and indirect issuances to insiders;

“IPO” means an initial public offering;

“issuer” means a corporation, company, partnership, limited partnership, trust, income trust or investment trust or any other organized entity issuing securities;

“listed issuer” means any issuer having securities listed on TSX;

“listed security” or “listed securities” means a security or securities listed on TSX;

“Manual” means the TSX Company Manual;

“market price” means the VWAP on TSX, or another stock exchange where the majority of the trading volume and value of the listed securities occurs, for the five trading days immediately preceding the relevant date. In certain exceptional circumstances, the five day VWAP may not accurately reflect the securities’ current market price, and TSX may adjust the VWAP based on relevant factors including liquidity, trading activity immediately before, during or immediately after the relevant period or any material events, changes or announcements occurring immediately before, during or immediately after the relevant period. Market price is as at the date: (a) provided for in the binding agreement obligating the issuer to issue the securities (either the date of the binding agreement or some future date); or (b) the date the Section 602 notice is received by TSX, requesting price protection. TSX will accept a signed term sheet, engagement letter, letter of intent, agency agreement, underwriting agreement or other similar agreement as the binding agreement. If the listed securities are suspended from trading or have not traded on TSX or another stock exchange for an extended period of time, the market price will be the fair market value of the listed securities as determined by the listed issuer’s board of directors;

“Market Surveillance” means the Market Surveillance Division of Market Regulation Services Inc.

“materially affect control” means the ability of any security holder or combination of security holders acting together to influence the outcome of a vote of security holders, including the ability to block significant transactions. Such an ability will be affected by the circumstances of a particular case, including the presence or absence of other large security holdings, the pattern of voting behaviour by other holders at previous security holder meetings and the distribution of the voting securities. A transaction that results, or could result, in a new holding of more than 20% of the voting securities by one security holder or combination of security holders acting together will be considered to materially affect control, unless the circumstances indicate otherwise. Transactions resulting in a new holding of less than 20% of the voting securities may also materially affect control, depending on the circumstances outlined above;

“NCIB” means normal course issuer bid;

“Non-Voting Securities” means, for the purposes of Section 624, Restricted Securities which do not carry the right to vote at security holders’ meetings except for a right to vote in certain limited circumstances (e.g. to elect a limited number of directors or to vote in circumstances where the applicable corporate legislation provides the right to vote for securities which are otherwise non-voting);

“OSA” means the Securities Act of the Province of Ontario as amended from time to time, the regulations and policies thereunder and any replacement legislation;

“OSC” means the Ontario Securities Commission;

“participating organization” means any person granted access to TSX’s trading system in accordance with Part 2 of TSX’s trading rules provided such access has not been terminated or suspended;

“participating security” or **“participating share”** means a security that carries a residual right to participate in the earnings of a company and in its assets upon liquidation or winding up but, unless otherwise stated, does not include a security that only carries such residual right if converted into, or otherwise used to acquire, another security;

“person” has the same meaning as found in the OSA;

“Preference Securities” means, for the purposes of Section 624, securities to which there is attached a genuine and non-specious preference or right over any class of Residual Equity Securities of the listed issuer;

“public holder” of securities of a company means a security holder who is not a director or officer of the company and who does not own or control, directly or indirectly, securities carrying more than 10% of the votes attached to all of the outstanding voting securities of the company;

“publicly held” securities means securities held by public holders;

“related party” has the same meaning as found in the OSA;

“Residual Equity Securities” means, for the purposes of Section 624, securities which have a residual right to share in the earnings of the listed issuer and in its assets upon liquidation or winding up;

“Restricted Securities” means, for the purposes of Section 624, Residual Equity Securities which are not Common Securities;

“Restricted Voting Securities” means, for the purposes of Section 624, Restricted Securities which carry a right to vote which is subject to some limit or restriction on the number or percentage of securities which may be voted by a person or company or group of persons or companies (except where the restriction or limit is applicable only to persons or companies who are not Canadians or residents of Canada);

“SecureFile” means TSX SecureFile, the secure web-based filing system that enables listed issuers to file reporting forms and other documents to TSX;

“security” or **“securities”** has the same meaning as found in the OSA, and is used interchangeably with “share” or “shares”;

“share” has the same meaning as security and also includes an equity interest in a trust, partnership or other form of business organization;

“Subordinate Voting Securities” means, for the purposes of Section 624, Restricted Securities, which carry a right to vote at security holders’ meetings but another class of securities of the same listed securities carries a greater right to vote, on a per security basis;

“TSX” or **“Exchange”** means the Toronto Stock Exchange; and

“VWAP” means the volume weighted average trading price of the listed securities, calculated by dividing the total value by the total volume of securities traded for the relevant period. Where appropriate, TSX may exclude internal crosses and certain other special terms trades from the calculation.

**SCHEDULE 2 TO APPENDIX A:
STAND-ALONE DECLARATION
DECLARATION**

This Declaration Form (the "Declaration") is to be completed only if (i) the individual has submitted a Personal Information Form to Toronto Stock Exchange, a division of TSX Inc. or to TSX Venture Exchange, a division of TSX Venture Exchange Inc. (collectively referred to as the "Exchange") within 36 months preceding the signing of this Declaration and (ii) the information disclosed in that Personal Information Form has not changed. **In all cases, Exhibit 1 - Consent for Disclosure of Criminal Record Information, must be completed.**

Individual's Name (Please Print)	
Declaration is Being Submitted with respect to [legal name of the issuer (the "Issuer")]	
Position with the Issuer	
Date of Birth	Citizenship

STATUTORY DECLARATION

I, _____ hereby solemnly declare that:
(Please Print - Name of Individual)

- (a) The information contained in the Personal Information Form that was submitted to the Exchange or ~~TSX Venture Exchange~~ with respect to _____ [legal name of Issuer] (the "Issuer") on _____, 20____ [date of PIF] (the "PIF") and any attachments to it, continues to be true and correct, except where stated in the PIF to be to the best of my knowledge, in which case I continue to believe the answers to be true;
- (b) I have read and understand the PIF Personal Information Collection Policy of the Exchange attached hereto as Exhibit 2 as well as the Notice of Collection, Use and Disclosure of Personal Information by Securities Regulatory Authorities attached hereto as Exhibit 3 (Exhibit 3 relates to the use of the PIF and collection of information for the sole purposes of securities regulatory authorities ("SRAs") (collectively, the "PIF Collection Policy").
- (c) I consent to the collection, use and disclosure of the information in the PIF, and any further information collected, used and disclosed, as set out in the PIF Collection Policy;
- (d) I hereby agree to (i) submit to the jurisdiction of the Exchange and to Market Regulation Services Inc. and any successor or assignee of either of them, and wherever applicable, the directors and committees thereof, and (ii) be bound by and comply with all applicable rules, policies, rulings and regulations of the Exchange (collectively, the "Exchange Requirements");
- (e) I agree that any acceptance, approval or other right granted by the Exchange may be revoked, terminated or suspended at any time in accordance with the then applicable Exchange Requirements. In the event of any revocation, termination or suspension, I agree to immediately terminate my association or involvement with any issuer to the extent required by the Exchange. I agree not to resume my association or involvement, except with the prior written approval of the Exchange;
- (f) This declaration and the rights and powers of the Exchange pursuant to the Exchange Requirements shall be governed by the laws of the Province of Ontario and the laws of Canada applicable therein, without regard to conflict of law principles;
- (g) I acknowledge and agree that this declaration may be assigned or transferred by the Exchange to any person without providing me with notice or obtaining my consent and that this declaration shall thereafter continue to be binding on me and may be enforced against me by any such assignee or transferee. I understand that I am prohibited from transferring or assigning this declaration or any acceptance, approval or other right granted by the Exchange;
- (h) I understand that where I am providing this form to a SRA, I am under the jurisdiction of the SRA to which I submit this form, and it is a breach of securities legislation to provide false or misleading information to the SRA;

(i) I make this solemn declaration conscientiously believing it to be true and knowing it is of the same legal force and effect as if made under oath and under the *Canada Evidence Act*.

Signature of Person Completing this Form

DECLARED before me at the _____ [City/Town] in the Province (or State) of

(Province or State) this _____ day of _____, _____
(Day) (Month) (Year)

Signature of Notary Public

Seal or Stamp of Notary Public

My Appointment Expires: _____

***Note: THIS DECLARATION MUST BE DECLARED BEFORE A PERSON WHO IS A NOTARY PUBLIC IN AND FOR THE JURISDICTION IN WHICH IT IS DECLARED UNLESS THAT JURISDICTION DOES NOT HAVE NOTARIES PUBLIC, IN WHICH CASE THIS DECLARATION MUST BE DECLARED BEFORE A LAWYER IN THAT JURISDICTION, OR OTHER PERSON THAT SATISFIES THE REQUIREMENTS SET OUT IN THE CANADA EVIDENCE ACT.**

EXHIBIT 1: CONSENT FOR DISCLOSURE OF CRIMINAL RECORD INFORMATION

PURPOSE: Criminal records are scrutinized by market regulators when conducting background checks, verifying the information the Subject has provided, conducting investigations and enforcement proceedings, and performing other investigations as required to ensure compliance with the various regulations, statutes, rules, by-laws and policies governing the conduct and integrity of the capital markets and trading activity taking place therein.

Surname	Given Name	Middle Name(s)	Date of Birth		
			yyyy	Mm	Dd
<i>Maiden Name or Other Names used (if applicable)(all legal names in lifetime)</i>			Gender		
			<input type="checkbox"/> Male <input type="checkbox"/> Female		
<i>Current Mailing Address (number, street, apt, lot, concession, township, rural route #, city, postal code)</i>					
Driver's License Number					
Occupation					

CONSENT This consent is given pursuant to all applicable information and privacy statutes. As evidenced by my signature below, I, the undersigned, hereby acknowledge and provide my express consent to the disclosure by the Ontario Provincial Police (OPP) of records of criminal code convictions for which a pardon has not been granted, records of discharges which have not been removed from the CPIC system in accordance with the Criminal Records Act, and records of outstanding charges which the OPP is aware, to the entities listed below (referred to as "the market regulators") and to the collection, use, disclosure and retention of the OPP-provided information by any one of those market regulators to the other market regulators listed, for the purposes and in the manner set out in this form. This consent relates to Market Regulation Services Inc.; the entities which have retained Market Regulation Services Inc. as their regulation services provider and their authorized personnel; self-regulatory organizations; securities commissions; governmental agencies undertaking criminal or investigative functions; organizations in which any of these are members, affiliates, participants or have a similar capacity; entities which have entered into an agreement with Market Regulation Services Inc. related to the co-ordination or monitoring and enforcement of rules governing the trading of securities on a marketplace in Canada or a market in any other jurisdiction and each of the subsidiaries, affiliates, regulators and authorized agents of any person or entity described herein.

The information will be retained by the market regulators in their databases in a secure environment and is updated from time to time. The market regulators collect, use, disclose and retain the OPP-provided information and allow its use by other market regulators only for purposes set out above or as required by law. Employees of the market regulators who have access to your information are made aware of how to keep it confidential.

FINGERPRINT VERIFICATION

If I deny a criminal record, I may present myself to the appropriate police agency in my jurisdiction for fingerprint verification, as the person with a record will have had fingerprints taken. No other defence is accorded me.

RELEASE

I hereby release and forever discharge Her Majesty the Queen in right of Ontario, the Commissioner of the Ontario Provincial Police and Market Regulation Services Inc. and any or all of their respective members, directors, officers, employees, servants, and agents, including their successors and assigns, from any and all actions, claims and demands for damages, loss or injury howsoever arising which may hereafter be sustained by myself as a result of the disclosure of information by the OPP to Market Regulation Services Inc. or the disclosure by Market Regulation Services Inc. to a market regulator as defined.

Subject Signature: _____ **Date:** _____

INFORMATION CONTACT FOR QUESTIONS PERTAINING TO THE COMPLETION OF EXHIBIT 1:

Name: James Manderville PHONE#: 416-646-7233
 Organization: Market Regulation Services Inc. FAX#: 416-646-7259

EXHIBIT 2: PIF PERSONAL INFORMATION COLLECTION POLICY

Collection, Use and Disclosure

TSX Inc. and its affiliates, authorized agents, subsidiaries and divisions, including Toronto Stock Exchange and TSX Venture Exchange (collectively referred to as "TSX") collect the information (which may include personal, confidential, non-public, criminal or other information) in the PIF and in other forms that are submitted by you and/or by the Issuer or an entity applying to be an Issuer and use it for the following purposes:

- to conduct background checks,
- to verify the information that has been provided about you,
- to consider your suitability to act as an officer, director, insider, promoter, investor relations provider or, as applicable, an employee or consultant, of an entity applying to be an Issuer or an Issuer,
- to consider the eligibility of an applicant to be an Issuer,
- to detect and prevent fraud,
- to conduct enforcement proceedings, and
- to perform other investigations as required by and to ensure compliance with the Exchange Requirements, securities legislation and other legal and regulatory requirements governing the conduct and protection of the public markets in Canada.

As part of this process, TSX also collects additional information about you from other sources, including but not limited to, securities regulatory authorities in Canada or elsewhere, investigative, law enforcement or self-regulatory organizations, regulations services providers and each of their subsidiaries, affiliates, regulators and authorized agents, to ensure that the purposes set out above can be accomplished.

The information TSX collects about you may also be disclosed to these agencies and organizations or as otherwise permitted or required by law, and they may use it in their own investigations for the purposes described above.

TSX may from time to time use third parties to process information and/or provide other administrative services. In this regard, we may share the information with our carefully selected service providers.

If you fail to accurately complete the PIF or to consent to this PIF Collection Policy, we may (i) refuse to allow you to act as an officer, director, insider, promoter, investor relations provider or, as applicable, an employee or consultant of an Issuer, (ii) refuse to allow an applicant to be listed as an Issuer, and/or (iii) refuse to accept a transaction proposed by an Issuer.

Security

The personal information that is retained by TSX is kept in a secure environment and is updated from time to time. Only those employees of TSX who require access to your information in order to accomplish the purposes identified above, will be given access to your file. Employees of TSX who have access to your information are made aware of how to keep it confidential.

Accuracy

Information about you maintained by TSX that is identified by you as inaccurate or obsolete will be replaced or removed, as applicable.

Questions

If you have any questions or enquiries with respect to the privacy principles outlined above or about our practices, please send a written request to: Chief Privacy Officer, TSX Group, The Exchange Tower, 130 King Street West, Toronto, Ontario, Canada, M5X 1J2.

**EXHIBIT 3: Notice of Collection, Use and Disclosure of
Personal Information by Securities Regulatory Authorities**

The Alberta and British Columbia Securities Commissions (the "Commissions") collect the personal information in the Personal Information Form and use it in the administration and enforcement of the securities legislation in Alberta and British Columbia governing the conduct and protection of the public markets in Canada (the "provincial securities legislation"). The Commissions do not make any of the information provided in the PIF public under provincial securities legislation.

By submitting this information you consent to the collection by the Commissions of the personal information provided in the PIF, and any other records and information about you from any other source, including, but not limited to, police records, information from other government or non-governmental regulatory authorities, self-regulatory organizations, exchanges, quotation and trade reporting systems, law enforcement agencies, private bodies, agencies, individuals, corporations, and other organizations in any jurisdictions, credit records and employment records as may be necessary for the Commissions to carry out their duties and exercise their powers under provincial securities legislation.

You understand that in carrying out those duties and exercising those powers, the Commissions will use the information in the PIF, and any other information about you from any other source, including those listed above, to conduct background checks, verify the information you have provided, perform investigations and conduct enforcement proceedings as required by and to ensure compliance with provincial securities legislation.

You also understand that the information the Commissions collect about you may also be disclosed to the sources listed above, as permitted by law, and those entities may use it in their own investigations for the purposes described above. The Commissions may also use a third party to process information, but when this happens, the third party will be carefully selected and obligated to comply with the limited use restrictions described above and with provincial and federal privacy legislation.

Warning: It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Questions

If you have any questions about the collection, use, and disclosure of the information you provide to the Commissions, you may contact the Commissions in the jurisdiction in which the required information is filed, at the address or telephone number listed below.

Information Officer
British Columbia Securities Commission
Telephone: (604) 899-6854
E-mail: inquiries@bcsc.bc.ca

Information Officer
Alberta Securities Commission
Telephone: (403) 297-6454
E-mail: inquiries@seccom.ab.ca