

**Ontario Securities Commission**

**Form 54-101F2**

**Unofficial consolidation current to 2013-02-11.**

**This document is not an official statement of law or policy and should be used for reference purposes only.**

**FORM 54-101F2**

***REQUEST FOR BENEFICIAL OWNERSHIP INFORMATION***

**Note:** Terms used in this Form have the meanings given to them in National Instrument 54-101.  
The use of this Form is referenced in sections 1.1, 2.5, 2.6, 2.9, 2.10, 2.12, 2.13, 2.14 and 4.1, 4.2, 4.3 and 6.2 of National Instrument 54-101.  
References in this Form should be amended as appropriate to refer to any person or company using this Form in accordance with section 6.2 of National Instrument 54-101.

**PART 1**

**REPORTING ISSUER INFORMATION**

**Item 1 - Name and address of the reporting issuer.**

State the name and address of the reporting issuer in English and, if applicable, French.

**Item 2 - Contact person(s)**

State the name, address, telephone number, facsimile number and email address of the contact person(s) of the reporting issuer, and of the reporting issuer's agent, if applicable, with whom the intermediary should deal.

If different from the foregoing, also state the name, address, telephone number, facsimile number and email address of the contact person(s) of the reporting issuer responsible for dealing with invoices.

**Item 3 - Name and ISIN<sup>1</sup> number of each class or series of securities to be searched**

State the name and ISIN number of each class or series of securities of the reporting issuer for which information is requested.

**Item 4 - Purpose of the request for beneficial ownership information**

State whether the request is being made

- (a) in connection with neither a meeting nor the sending of securityholder materials;
- (b) for the purpose of obtaining a NOBO list, and in connection with sending securityholder materials, but not in connection with a meeting;
- (c) for the purpose of obtaining a NOBO list, and in connection with a meeting;
- (d) in connection with sending securityholder materials, not in connection with a meeting, and without a NOBO list being requested; or
- (e) in connection with a meeting, without a NOBO list being requested.

**Item 5 - Information to be Included or Requested if Item 4(a) is Applicable**

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<sup>1</sup> "ISIN" means International Stock Identification Number.

- 5.1 If a NOBO list is desired, request a NOBO list without FINS number information.
- 5.2 If desired, request information on the number of OBOs and NOBOs of the reporting issuer, indicating the number of each that have declined to accept materials to the extent applicable and the number of OBOs and NOBOs who have consented to electronic delivery of documents.
- 5.3 Specify the date as of which the NOBO list or the information referred to in item 5.2 is to be prepared.
- 5.4 If a NOBO list is requested, confirm that an undertaking of the reporting issuer in the form of Form 54-101F9 is enclosed or is being concurrently provided with the request for beneficial ownership information.

**Item 6 - Information to be Included or Requested if Item 4(b) is Applicable**

- 6.1 Request a NOBO list without FINS number information.
- 6.2 Provide an itemized list of the securityholder materials to be sent.
- 6.3 Indicate whether the securityholder materials are available in English or French only or in both English and French.
- 6.4 State whether the reporting issuer will send the materials directly to NOBOs or whether the reporting issuer will send the materials to the proximate intermediary for sending to NOBOs.
- 6.5 State the date as of which information provided in response to the request, including the NOBO lists, is to be provided.
- 6.6 State the date when the reporting issuer anticipates that proximate intermediaries will receive the materials referred to in item 6.2.
- 6.7 State whether the materials are to be sent by first class mail to the beneficial owners of securities and if not, state what method is to be used to send the materials, bearing in mind the different timing requirements in section 2.12 of the National Instrument. State whether the reporting issuer would like materials to be sent electronically when consent has been obtained from the beneficial owner of securities. *[If materials are to be sent electronically, the sender should bear in mind the principles of National Policy 11-201 Electronic Delivery of Documents.]*
- 6.8 Confirm that an undertaking of the reporting issuer in the form of Form 54-101F9 is enclosed or is being concurrently provided with the request for beneficial ownership information.
- 6.9 State if securityholder materials are to be sent to (a) all beneficial owners of securities (including beneficial owners that have declined to receive them), (b) only those beneficial owners who have requested to receive all securityholder materials, or (c) only those beneficial owners who have requested to receive all securityholder materials or special meeting materials.

**Item 7 - Information to be Included or Requested if Item 4(c) is Applicable**

- 7.1 Request a NOBO list. If the reporting issuer will send proxy-related materials directly to NOBOs and seek voting instructions from NOBOs, specify that the NOBO list will include FINS number information. Otherwise, specify that the NOBO list will exclude FINS number information.
- 7.2 Provide an itemized list of the proxy-related materials to be sent.
- 7.3 Indicate whether the proxy-related materials are available in English or French only or in both English and French.
- 7.4 State whether the reporting issuer will send the materials directly to NOBOs or whether the reporting issuer will send the materials to the proximate intermediary for sending to NOBOs. If

the reporting issuer will send materials directly to NOBOs, state whether the reporting issuer will be seeking voting instructions from NOBOs in connection with the meeting.

**7.5** State:

- (a) the type of meeting (annual, special or annual and special);
- (b) the beneficial ownership determination date of the meeting;
- (c) the date, time and place of meeting; and
- (d) the cut-off date and time for proxy receipt, if applicable.

**7.6** State the name and ISIN number of each class or series of securities that carry the right to receive notice of the meeting or the right to vote at the meeting.

**7.7** State that the information to be provided in response to the request, including the NOBO list, is to be provided as at the beneficial ownership determination date of the meeting.

**7.8** State the date when the reporting issuer anticipates that proximate intermediaries will receive the materials referred to in item 7.2.

**7.9** State whether the materials are to be sent by first class mail to the beneficial owners of securities and if not, state what method is to be used to send the materials, bearing in mind the different timing requirements in section 2.12 of the National Instrument. State whether the reporting issuer would like materials to be sent electronically when consent has been obtained from the beneficial owner of securities. *[If materials are to be sent electronically, the sender should bear in mind the principles of National Policy 11-201 Electronic Delivery of Documents.]*

**7.10** Confirm that an undertaking of the reporting issuer in the form of Form 54-101F9 is enclosed or is being concurrently provided with the request for beneficial ownership information.

**7.11** State if securityholder materials are to be sent to (a) all beneficial owners of securities (including beneficial owners that have declined to receive them), (b) only those beneficial owners who have requested to receive all securityholder materials, or (c) only those beneficial owners who have requested to receive all securityholder materials or special meeting materials.

**7.12** State whether the reporting issuer is using notice-and-access, and any stratification criteria to be used. *[Before completing this item, the reporting issuer should discuss with the intermediary what stratification criteria the intermediary is able to apply.]*

**Item 8 - Information to be Included or Requested if Item 4(d) is Applicable**

**8.1** Provide an itemized list of the securityholder materials to be sent.

**8.2** Indicate whether the securityholder materials are available in English or French only or in both English and French.

**8.3** State the date as at which information provided in response to the request is to be provided.

**8.4** State the date when the reporting issuer anticipates that proximate intermediaries will receive the materials referred to in item 8.1.

**8.5** State whether the materials are to be sent by first class mail to the beneficial owners of securities, and, if not, state what method is to be used to send the materials, bearing in mind the different timing requirements in section 2.12 of the National Instrument. State whether the reporting issuer would like materials to be sent electronically when consent has been obtained from the beneficial owner of securities. *[If materials are to be sent electronically, the sender should bear in mind the principles of National Policy 11-201 Electronic Delivery of Documents.]*

**8.6** State if securityholder materials are to be sent to (a) all beneficial owners of securities (including beneficial owners that have declined to receive them), (b) only those beneficial

owners who have requested to receive all securityholder materials, or (c) only those beneficial owners who have requested to receive all securityholder materials or special meeting materials.

**Item 9 - Information to be Included or Requested if Item 4(e) is Applicable**

- 9.1** Provide an itemized list of the proxy-related materials to be sent.
- 9.2** Indicate whether the proxy-related materials are available in English or French only or in both English and French.
- 9.3** State:
- (a) the type of meeting (annual, special or annual and special);
  - (b) the beneficial ownership determination date of the meeting;
  - (c) the date, time and place of meeting; and
  - (d) the cut-off date and time for proxy receipt, if applicable.
- 9.4** State the name and ISIN number of each class or series of securities that carry the right to receive notice of the meeting or the right to vote at the meeting.
- 9.5** State that the information to be provided in response to the request is to be provided as at the beneficial ownership determination date of the meeting.
- 9.6** State the date when the reporting issuer anticipates that proximate intermediaries will receive the materials referred to in item 9.1.
- 9.7** State whether the materials are to be sent by first class mail to the beneficial owners of securities and, if not, state what method is to be used to send the materials, bearing in mind the different timing requirements in section 2.12 of the National Instrument. State whether the reporting issuer would like materials to be sent electronically when consent has been obtained from the beneficial owner of securities. *[If materials are to be sent electronically, the sender should bear in mind the principles of National Policy 11-201 Electronic Delivery of Documents.]*
- 9.8** State if securityholder materials are to be sent to (a) all beneficial owners of securities (including beneficial owners that have declined to receive them), (b) only those beneficial owners who have requested to receive all securityholder materials, or (c) only those beneficial owners who have requested to receive all securityholder materials or special meeting materials.
- 9.9** State whether the reporting issuer is using notice-and-access, and any stratification criteria to be used. *[Before completing this item, the reporting issuer should discuss with the intermediary what stratification criteria the intermediary is able to apply.]*

**Item 10 - Payment of Costs of Sending to OBOs**

- 10.1** State whether the reporting issuer will pay the costs associated with the delivery of the securityholder materials to OBOs by intermediaries.

**Part 2**

**PROXIMATE INTERMEDIARY RESPONSE**

**Item 1 - Name and address of proximate intermediary**

State the name and address of the proximate intermediary.

**Item 2 - Contact person**

State the name, telephone number, fax number and any electronic mail address and website of the contact person(s) of the proximate intermediary, or of the proximate intermediary's agent, if applicable, with whom the reporting issuer should deal.

**Item 3 - Consolidation of replies**

- 3.1** If applicable, provide a list of
- (a) all nominees and depositories who hold securities on behalf of the proximate intermediary; and
  - (b) all nominees, depositories and other intermediaries for whom the proximate intermediary, directly or indirectly, holds securities.
- 3.2** Provide a list showing the number and class of securities held by each of the persons or companies referred to in Item 3.1.
- 3.3** Confirm that the information provided in the response includes securities held through those nominees, depositories and intermediaries holding, directly or indirectly, through the proximate intermediary.

**Item 4 - Address for receipt of materials**

If the request for beneficial ownership information was made either in connection with sending securityholder materials apart from a meeting, or in connection with a meeting, provide, if different from the information provided under Item 2, the name and municipal address to which the materials are to be sent for forwarding by the intermediary to beneficial owners or other intermediaries.

Also provide the name, telephone number, fax number and any electronic mail address and website of the contact person at that address if different from the information provided under item 2.

**Item 5 - Number of sets of materials required for forwarding by proximate intermediary to beneficial owners**

- 5.1** Unless the request for beneficial ownership information was made only to obtain NOBO lists, state the number, including the number required in each case in English and French, of materials specified in Part 1 of this form required for forwarding by the proximate intermediary to beneficial owners. If the proximate intermediary is in a foreign jurisdiction and the law in that jurisdiction requires the proximate intermediary to send securityholder materials to beneficial owners including NOBOs, this fact may be stated and the number of sets of materials specified may include the number required for such NOBOs.
- 5.2** If the reporting issuer has specified that it will send documents electronically, state the
- (a) aggregate number of beneficial owners that hold securities, directly or indirectly, through the proximate intermediary; and
  - (b) the aggregate number of the beneficial owners referred to in paragraph (a) that have consented to electronic delivery of the documents by the intermediary through whom they hold the relevant securities.
- 5.3** State the number of OBOs with addresses, as shown in the records of the intermediary through which the OBO holds securities, in each jurisdiction.

**Item 6 - Preliminary Search Information**

If the request for beneficial ownership information was made to receive information under item 5.2 of the request, provide information on the number of OBOs and NOBOs of the reporting issuer, indicating the number of each that have declined to receive materials in accordance with the Instrument.

**Item 7 - NOBO Lists**

If a NOBO list was requested and if the proximate intermediary is able to provide the list in electronic form in the form of Form 54-101F5, confirm that the proximate intermediary shall

send it electronically in that form. If a NOBO list was requested and if the proximate intermediary is unable to provide the list electronically in the form of Form 54-101F5, enclose the list with the response. Unless the request for beneficial ownership information stated that the request was being made for the purpose of obtaining NOBO lists and in connection with a meeting where the reporting issuer would be sending materials to NOBOs and seeking voting instructions from NOBOs, exclude from the NOBO list the FINS number information.

**Item 8 - Confirmation of the search**

Confirm the completeness and accuracy of the foregoing information.

**Item 9 - Warning**

If NOBO lists were requested, the response shall contain the following statement:

WARNING: IT IS AN OFFENCE TO USE A NOBO LIST FOR PURPOSES OTHER THAN IN CONNECTION WITH:

- a. sending securityholder materials to NOBOs in accordance with National Instrument 54-101;
- b. an effort to influence the voting of securityholders of the reporting issuer;
- c. an offer to acquire securities of the reporting issuer; or
- d. any other matter relating to the affairs of the reporting issuer.

**Item 10 - Non-Delivery to OBOs**

- 10.1** State whether the proximate intermediary or any other intermediaries on whose behalf the proximate intermediary holds securities are entitled to decline to send, and will not send, securityholder materials to an OBO unless the OBO, or the relevant issuer, pays the costs of sending. *[This provision is not necessary if a reporting issuer has indicated in Form 54-102F2 that it will pay the costs of the intermediaries sending materials to OBOs.]*
- 10.2** Estimate the number of OBOs and their aggregate approximate holdings in securities of the reporting issuer that hold through the intermediaries referred to in item 10.1.