

**Ontario Securities Commission**

**Form 54-101F9**

**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 54-101F9  
UNDERTAKING**

**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 2.5, 6.1 and 6.2 of National Instrument 54-101.**

I, \_\_\_\_\_,

(Full Residence Address) \_\_\_\_\_,

*(If this undertaking is made on behalf of a body corporate, set out the full legal name of the body corporate, position of person signing and address for service of the body corporate).*

**SOLEMNLY DECLARE AND UNDERTAKE THAT:**

1. I require a list in the required format of the non-objecting beneficial owners of securities of *[insert name of the reporting issuer]* on whose behalf intermediaries hold securities (a NOBO list), as shown on the records of the intermediaries.

**<Option #1: use this alternative if the reporting issuer is providing the undertaking>**

2. I undertake that the information set out on the NOBO list will be used only in connection with matters relating to the affairs of the reporting issuer.

**<Option #2: use this alternative if a person or company other than the reporting issuer is providing the undertaking>**

2. I undertake that the information set out on the NOBO list will be used only for one or more of the following purposes:
  - (a) sending securityholder materials directly 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.

3. I undertake that, except as permitted under National Instrument 54-101, the NOBO list will not be used to send securityholder materials to those NOBOs that are identified on the NOBO list as having chosen not to receive the materials, and that the materials sent shall include the following statement:

"These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf."

4. I am aware that it is a contravention of the law to use a NOBO list for purposes other than in connection with one or more of the following:
  - (a) sending securityholder materials directly 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.
5. I declare that I (or the person or company I am using to make this request) has the technological capacity to receive the NOBO list.

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Signature

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Name of person signing

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Date