

Ontario Securities Commission

Form 71-101F1

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**FORM 71-101F1
FORMS OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

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1. MJDS Prospectus Distribution of Securities

1. Name of issuer (the "Issuer"):
2. Jurisdiction of incorporation of Issuer:
3. Address of principal place of business of Issuer:
4. Description of securities (the "Securities"):
5. Date of MJDS prospectus (the "Prospectus") under which the Securities are offered:
6. Name of agent (the "Agent"):
7. Address for service of process of Agent in Canada:
8. The Issuer designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the Issuer as a reporting issuer, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.
9. The Issuer irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the Securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
10. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer will file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer will file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process will be governed by and construed in accordance with the laws of _____ [province of above address of Agent].

Dated: _____

_____ [Issuer]

By: _____

[Name and title]

The undersigned accepts the appointment as agent for service of process of [Issuer] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: _____

_____ [Agent]

By: _____

[Name and title]

2. Take-over or Issuer Bid

1. Name of offeror (the "Offeror"):
2. Jurisdiction of incorporation of Offeror:
3. Address of principal place of business of Offeror:
4. Description of securities (the "Securities"):
5. Date of Bid (the "Bid") for the Securities:
6. Name of agent (the "Agent"):
7. Address for service of process of Agent in Canada:
8. The Offeror designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the Bid [insert for securities exchange bids---"or the obligations of the Offeror as a reporting issuer"], and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.
9. The Offeror irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the Bid is made, and
 - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the Bid.

10. Until six years from the date of the Bid, the Offeror will file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years from the date of the Bid, the Offeror will file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process must be governed by and construed in accordance with the laws of

[province of above address of Agent].

Dated: _____

_____ [Offeror]

By: _____

[Name and title]

The undersigned accepts the appointment as agent for service of process of _____
[Offeror] under the terms and conditions of the appointment of agent for service of process stated above.

Dated: _____

_____ [Agent]

By: _____

[Name and title]

3. Trust Indenture

1. Name of trustee (the "Trustee"):
2. Jurisdiction of incorporation of Trustee:
3. Address of principal place of business of Trustee:
4. Description of securities (the "Securities"):
5. Date of trust indenture (the "Indenture") under which the Securities are issued:
6. Name of agent (the "Agent"):
7. Address for service of process of Agent in Canada:

- 8. The Trustee designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of or relating to or concerning the Indenture, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.

- 9. The Trustee irrevocably and unconditionally submits to the non-exclusive jurisdiction of:
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the Securities are issued, and
 - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the Indenture.

- 10. Until six years from the termination of the Indenture, the Trustee will file a new Submission to Jurisdiction and Appointment of Agent for Service of Process in this form at least 30 days before termination of this Submission to Jurisdiction and Appointment of Agent for Service of Process.

- 11. Until six years from the termination of the Indenture, the Trustee will file an amended Submission to Jurisdiction and Appointment of Agent for Service of Process at least 30 days before any change in the name or above address of the Agent.

- 12. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of _____ [province of above address of Agent].

Dated: _____

_____ [Trustee]

By:

[Name and title]

The undersigned accepts the appointment as agent for service of process of _____ [Issuer] under the terms and conditions of the foregoing Appointment of Agent for Service of Process.

Dated: _____

_____ [Agent]

By:]

[Name and title]