

## 13.2.2 Amendments to the TSX Company Manual – Notice of Approval

### TORONTO STOCK EXCHANGE

#### Notice of Approval

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

#### Introduction

In accordance with the Protocol for Commission Oversight of Toronto Stock Exchange Rule Proposals (the “Protocol”), TSX has adopted, and the Ontario Securities Commission (the “OSC”) has approved, amendments (the “Amendments”) to the TSX Company Manual (the “Manual”) which are attached at **Appendix A**. The Amendments are considered non-public interest amendments.

#### Reasons for the Amendments

The Amendments provide for non-public interest amendments to the Personal Information Form (“PIF”) of TSX (Form 4) and the Declaration (“Declaration”) of TSX (to be named Form 4B) to create one harmonized PIF and one harmonized Statutory Declaration with TSX Venture Exchange, which is adopting the same PIF and Declaration.

The rest of the Amendments generally represent a collection of minor drafting changes to correct and update references in the Manual. A brief summary of these Amendments and the rationale for them are in the chart at **Appendix B**.

#### Summary of the PIF and Declaration Amendments

A brief summary of the Amendments to the PIF and Declaration and the rationale for them are as follows:

1. There will be one PIF and one Declaration for use by both exchanges. Therefore, filers do not have to be concerned about which form to use as the same form will be applicable for both exchanges. This will reduce errors, and assist in coordination between the two exchanges. For example, in the event an issuer prepares to list on one exchange, but then determines to list on the other, the forms that are filed will be acceptable to both exchanges and no new PIFs or Declarations should be required.
2. The Amendments to the PIF and Declaration contain no material changes to the prior versions of PIF and Declaration. However, the overall quality of the documents has been improved.
3. The Amendments revise formatting and drafting to reduce or eliminate common filing deficiencies.
4. The Amendments add commonly used defined terms, clarify existing definitions, and improve the instructions for filers.
5. There are new procedures being imposed by the Ontario Provincial Police that impact the filing and processing of the PIF and the Declaration, relating to identification requirements, and the Amendments reflect these new procedures.

#### Text of the Amendments

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

#### Timing and Transition

The Amendments become effective today, **September 9, 2011** (the “Effective Date”). However, TSX will continue to accept PIFs and Declarations in the previous form until December 31, 2011, provided all of the required information, identification and notarization is provided. After December 31, 2011, the new Form 4 and Form 4B will be required.

**APPENDIX A  
PROPOSED AMENDMENTS TO THE TSX COMPANY MANUAL**

**Sec. 423.4.**

Every listed company should have a firm rule prohibiting those who have access to confidential information from making use of such information in trading in the company's securities before the information has been fully disclosed to the public and a reasonable period of time for dissemination of the information has passed.

Insider trading is strictly regulated by Part XXI and sections 76 and 134 of the OSA and the Regulation under the Act. The securities laws of other provinces also regulate insider trading in their respective jurisdictions. Insider trading in the securities of companies incorporated under the (Canada Business Corporations Act is also regulated by Part XI of that Act. The definition of an "insider" will vary from statute to statute, but in any case will include directors and senior officers of the company and large shareholders. In Ontario directors and senior officers of any company that is itself an insider of a second company are considered insiders of that second company. It is recommended that directors and officers of listed companies be fully conversant with all applicable legislation concerning insider trading.

The OSA requires insiders who own securities of a listed company to file an initial report with the OSC upon becoming insiders and to report all trades made in the securities of the company of which they are insiders ~~within ten days after a trade is made.~~

**Sec. 435.**

In addition to the foregoing requirements relating to cash dividends, a listed company proposing a stock dividend is required to apply for the listing of the additional securities ~~(See Sections 671 to 675).~~

**Sec. 450.**

Listed companies should be aware of the requirements of applicable securities legislation and policies respecting the dissemination of interim financial information among shareholders. In this connection, section 79 of the OSA and equivalent legislation of other jurisdictions should be read in conjunction with National Instrument 51-102 Continuous Disclosure Obligations and National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. The Exchange allows companies to make their interim statements public instead of sending them to shareholders; but this alternative is only available where it does not conflict with applicable securities legislation and policies. Where no such conflict exists, delivery of the interim statements to the Exchange is satisfied by filing the statements publicly on SEDAR and to the press will be regarded by the Exchange as adequate distribution.

**Sec. 466.**

Every listed company that sends a notice, report or other written correspondence to its holders of listed securities, other than annual reports, financial statements and annual meeting materials, must concurrently file one copy of the correspondence with Listed Issuer Services of the Exchange: by email to their listings manager or to listedissuers@tsx.com.

Public filings through SEDAR will satisfy this requirement.

**Sec. 614.**

- (a) A preliminary discussion with TSX is recommended to a listed issuer proposing to offer rights to its participating security holders.
- (b) A rights offering by a listed issuer must be accepted for filing by TSX before the offering proceeds. The offering must also be cleared with the securities commissions having jurisdiction (see section 2.1 of National Instrument 45-101).

The rights offering must receive final acceptance from TSX and the securities commissions at least seven trading days in advance of the record date for the rights offering, the record date being the date of the closing of the transfer books for the preparation of the final list of participating security holders who are entitled to receive rights. Exceptions to this requirement will be permitted by TSX only in cases where applicable legislation renders the requirement impracticable.

A listed issuer may not announce a firm record date for a rights offering before all necessary approvals have been received.

- (e) At least seven trading days in advance of the record date:
  - (i) all deficiencies raised by TSX must be resolved;

- (ii) clearances for the rights offering must be obtained from all securities commissions having jurisdiction, and the listed issuer must so advise TSX;
  - (iii) all the terms of the rights offering must be finalized; and
  - (iv) TSX must receive all requested documents and applicable fees (see TSX Listing Fee Schedule).
- (f) There is no fee for the listing of rights on TSX, although there is a fee for listing securities issuable upon exercise of the rights. If such securities are of a class already listed, the listed issuer must list the maximum number of securities issuable under the rights offering. However, upon receipt of notification of the actual number of underlying listed securities issued pursuant to the rights offering, TSX will refund the overpayment of fees in connection with the listing of the maximum invoice the issuer for the number of securities issued and issuable, if any, upon exercise of the rights.
- (h) The standard notation on final prospectuses or other offering documents referring to conditional approval of a listing is not appropriate for a rights offering circular with respect to the rights themselves, nor is such notation appropriate with respect to the securities issuable upon exercise of the rights if such securities are of a class already listed. The rights will normally be listed on TSX, as will the underlying securities (if of a class already listed, before the rights offering circular is mailed to the participating security holders).
- (k) When the rights offering circular and rights certificates are mailed to the participating security holders, the listed issuer must concurrently file with TSX two (2) commercial copies of the rights offering circular and a definitive specimen of the rights certificate.
- (n) The following requirements apply to rights which are listed on TSX, although TSX may, in appropriate circumstances, apply these requirements to rights not so listed:
- (i) once the rights have been listed on TSX, TSX will not permit the essential terms of the rights offering, such as the exercise price or the expiry date, to be amended. However, under extremely exceptional circumstances, such as an unexpected postal disruption, TSX may grant an exemption from the requirement that the expiry date not be extended;
  - (ii) the rights offering must be open for a period of at least twenty-one (21) calendar days following the date on which the rights offering circular is sent to participating security holders or such longer period as is necessary to ensure that participating security holders, including participating security holders residing in foreign countries, will have sufficient time to exercise or sell their rights on an informed basis;
  - (iii) participating security holders must receive exactly one right for each security held. An exemption from this requirement will be considered if the rights offering entitles participating security holders to purchase more than one security for each security held (prior to giving effect to any additional subscription privilege);
  - (iv) if the listed issuer proposes to provide a rounding mechanism, whereby participating security holders not holding a number of securities equally divisible by a specified number would have their entitlements adjusted upward, adequate arrangements must be made to ensure that beneficial owners of securities registered in the names of CDS, banks, trust companies, investment dealers or similar institutions will be treated, for purposes of such additional entitlements, as though they were registered participating security holders.

**Section 627.**

(c) When a listed issuer is the subject of a merger, acquisition, arrangement or other transaction which results in all its issued and outstanding securities listed on TSX being acquired by another entity (a "Going Private Transaction"), TSX will undertake to delist the securities of the listed issuer on a timely basis. Accordingly, once a listed issuer has provided satisfactory confirmation that a Going Private Transaction has been completed, TSX will promptly advise market participants that: (i) the Going Private Transaction has been completed; and (ii) as a result of the completion of the Going Private Transaction, the affected securities listed on TSX will be delisted at the close of business on the next trading day after the issuance of such notice. TSX believes that this process will give sufficient time to market participants to benefit from a liquid, fair and orderly market to carry out their investment strategies.

However, TSX will take into account a variety of factors in the application of this delisting procedure in the context of Going Private Transactions, including (i) for interlisted securities, the delisting process for such securities imposed by the other exchange or marketplace; and (ii) whether replacement securities will be listed in substitution of securities delisted, in which case TSX may shorten the pre-notification period.

**Sec. 641.**

These amendments will be effective for all notices filed with TSX on and after January 1, 2005 (the "effective date")  
The following will be unaffected by these amendments:

1. ~~Any transaction (including a security based compensation arrangement) of which TSX has been notified of in writing prior to the effective date. Any transaction which has been conditionally approved by TSX prior to the effective date, but which has not closed on or prior to the effective date may be reviewed under the Amendments upon application by the listed issuer.~~
2. ~~Any transactions or resolutions for which, prior to the effective date, either the listed issuer has mailed final materials to security holders or for which security holder approval has been received.~~
3. ~~With respect to the initial security holder approval required by Subsection 613(a), any security based compensation arrangement approved by TSX prior to the effective date. Such security based compensation arrangements will be subject to Section 613(a) with respect to the three year approval requirements from the later of the effective date and the date of the initial security holder approval.~~

[Deleted.]

**Sec. 721.**

These amendments will be effective on and after the effective date (as defined in Section 641).

The following will be unaffected by these amendments:

1. ~~Any listed issuer under suspension or delisting review on the effective date; and~~
2. ~~Any listed issuer under suspension from trading on the effective date.~~

[Deleted.]

**Sec. 910.**

- (a) Paid Distribution News Services (providing full text coverage)

CNW Group

Marketwire, Incorporated ~~Inc.~~

GlobeNewswire, Inc.

Filing Services Canada Inc.

Business Wire



## PERSONAL INFORMATION FORM

This Form constitutes Form 4 for Toronto Stock Exchange, operated by TSX Inc. ("TSX") and Form 2A for TSX Venture Exchange, operated by TSX Venture Exchange Inc. ("TSX Venture"). This Form is to be completed by individuals who are required to submit a Personal Information Form ("PIF") to either TSX or TSX Venture (individually, an "Exchange" and together, the "Exchanges").

Where an individual has submitted a PIF to an Exchange within the last 36 months and the information has not changed, a Declaration Form (Form 2C1 for TSX Venture and Form 4A for TSX) may be completed in lieu of this PIF. Otherwise, unless specifically exempted by an Exchange, this PIF is to be completed by every individual who:

- (a) is or becomes an officer, director, or insider of an Exchange Issuer or an officer or director of an investment fund manager of an Exchange Issuer;
- (b) owns or controls, beneficially or as nominee, directly or indirectly, securities representing more than 10 percent of the voting rights attached to all outstanding voting securities of an Exchange Issuer (and, where such a securityholder is not an individual, any director, officer or insider of that securityholder);
- (c) is an individual requested or required by an Exchange to complete a PIF;
- (d) is an individual requested by a securities regulatory authority (referred to as an "SRA"), as defined below, to complete a PIF; or
- (e) is or will be a promoter or providing investor relations, promotional or market maintenance services for an issuer listed on TSX Venture.

### General Instructions on How to Complete This PIF:

**The Form** The Exchanges require an originally completed PIF. **PIFs delivered by fax or email will not be accepted.** Each PIF must be signed and initialed where necessary manually, not mechanically or electronically. The PIF will only be accepted if it has been executed within the past 12 months. The SRA will accept a copy of the PIF if an original was submitted to an Exchange. Otherwise, the SRA will require an originally completed PIF. A person submitting a PIF is deemed to have read and understood all questions in the PIF and to have read, understood and accepted the terms set forth in each of Exhibits 1, 2 and 3 of the PIF. This PIF includes Exhibits 1, 2 and 3, which are attached to and form part of the PIF.

**In all cases, the Release and Discharge Relating to Consent to Disclosure of Criminal Record Information, which is attached as Exhibit 1, must be completed.**

**Foreign Residents** **Persons submitting a PIF who have resided outside of Canada may be required to complete and submit additional forms and information if requested by an Exchange.** Persons submitting a PIF who reside or have resided in Australia are required to complete the Australian Federal Police Form. Your Exchange contact can provide a copy of this form and it should be submitted with the PIF.

**Disclosure** Failure to respond to all questions accurately and completely may result in the return of the PIF, may delay the processing of the related application of the Exchange Issuer and may result in the denial of the Exchange Issuer's application. Failure to fully disclose any information required by this PIF or false or misleading disclosures may result in the disqualification of an individual from involvement with the Exchange Issuer and/or other Exchange Issuers.

**All Questions** **All questions must have a response.** The response of "N/A" or "Not Applicable" will not be accepted by an Exchange or SRA for any questions, except Questions 1B, 2(iii), (v) and (vi) and 5.

If you have any questions regarding this form please contact the Exchange to which you intend to submit this form.

**Questions 6 to 10** Please place a checkmark (✓) in the appropriate space provided. If your answer to any of questions 6 to 10 is "YES", you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Any attachment must be initialled by the Notary Public and the person completing the PIF. Responses must consider all time periods. **A new PIF must be filed promptly where a Material Change occurs in respect of questions 6 to 10.**

**Exhibit 1 Release and Discharge Relating to Consent to Disclosure of Criminal Record Information**

Exhibit 1 is to be filled out by all past and present residents of Canada. Ensure that your full name, including middle name(s) (not just initial(s)) is filled in. Initials or nicknames will result in a rejection of the form. Include any previous names such as a maiden name. Ensure your date of birth is entered in the order as requested: DD/MM/YY.

**CAUTION**

An individual who makes a false statement by statutory declaration commits an offence under securities legislation and an indictable offence under the *Criminal Code* (Canada). The indictable offence is punishable by **imprisonment** for a term not exceeding **fourteen years**. Steps may be taken to verify the answers you have given in this PIF, including verification of information relating to any previous criminal record.

**DEFINITIONS**

*Capitalized terms not defined herein are, in the case of matters related to TSX, as defined in the TSX Company Manual and, in the case of matters related to TSX Venture, as defined in the TSX Venture Corporate Finance Manual.*

"director", "officer", "insider", "control person", "promoter" and "investment fund manager" all have the meanings ascribed to them by applicable securities legislation;

"Exchange Issuer" means an issuer and its subsidiaries that has any of its securities listed for trading on an Exchange and, as the context requires, any applicant issuer seeking a listing of its securities on an Exchange;

"issuer" means a corporation, company, incorporated association or organization, body corporate, partnership, general partnership, limited partnership, trust, income trust, investment trust, investment fund manager or other entity that has issued securities in any jurisdiction;

"Offence" includes:

- a summary conviction or indictable offence under the *Criminal Code* (Canada);
- a quasi-criminal offence (for example under the *Income Tax Act* (Canada), the *Immigration Act* (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any jurisdiction); or
- a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein or an offence under the criminal legislation of any other jurisdiction.

**NOTE: If you have received a pardon under the *Criminal Records Act* (Canada) for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences you must disclose the pardoned Offence in this PIF. In such circumstances:**

- (a) the appropriate written response would be "Yes, pardon granted on (date)," and
- (b) you must provide complete details in an attachment to this PIF.

"Proceeding" means:

- (a) a civil or criminal proceeding or inquiry which is currently before a court,

- (b) a proceeding before an arbitrator or umpire or a person or group of persons authorized by law to make an inquiry and take evidence under oath in the matter,
- (c) a proceeding before a tribunal in the exercise of a statutory power of decision making where the tribunal is required by law to hold or afford the parties to the proceeding an opportunity for a hearing before making a decision, or
- (d) a proceeding before a self regulatory entity authorized by law to regulate the operations and the standards of practice and business conduct of its members (including, where applicable, issuers listed on a stock exchange) and individuals associated with those members and issuers, in which the self regulatory entity is required under its by-laws, rules or policies to hold or afford the parties the opportunity to be heard before making a decision, but does not apply to a proceeding in which one or more persons are required to make an investigation and to make a report, with or without recommendations, if the report is for the information or advice of the person to whom it is made and does not in any way bind or limit that person in any decision the person may have the power to make;

**“Reporting Issuer”** means an issuer that has any securities that have been at any time listed or quoted for trading in any jurisdiction regardless of when the listing and trading began;

**“securities regulatory authority”** or **“SRA”** means a body created by statute in any jurisdiction to administer securities law, regulation and policy (e.g. securities commission), but does not include an exchange or other self regulatory entity;

**“self regulatory entity”** or **“SRE”** means (a) a stock, derivatives, commodities, futures or options exchange; (b) an association of investment, securities, mutual fund, commodities, or future dealers; (c) an association of investment counsel or portfolio managers; (d) an association of other professionals (e.g. legal, accounting, engineering); and (e) any other group, institution or self regulatory organization, recognized by a securities regulatory authority, that is responsible for the enforcement of rules, policies, disciplines or codes under any applicable legislation, or considered an SRE in another country.

|   |            |           |
|---|------------|-----------|
| <p><b>If you have submitted a PIF to an Exchange within the last 36 months and the information in that PIF has NOT CHANGED and remains true and correct as of the current date, a Declaration Form (Form 4A for TSX and Form 2C1 for TSX Venture) may be completed in lieu of this PIF.</b></p> |            |           |
|   | <b>YES</b> | <b>NO</b> |
| <p>Have you submitted a PIF to an Exchange in the last 36 months? If “No”, proceed to Question 1A below.</p>  |            |           |
| <p>If “Yes” <b>and</b> the information in such PIF has not changed and remains true and correct as of the current date, <b>DO NOT COMPLETE THIS FORM</b>. Please file a Declaration Form in lieu of this PIF.</p>   |            |           |

**1. A. IDENTIFICATION OF INDIVIDUAL COMPLETING FORM**

| LAST NAME(S)   | FIRST NAME(S) | FULL MIDDLE NAME(S)<br>(No initials, if none, please state) |     |      |  |
|--|---------------|---|-----|------|--|
|  |               |   |     |      |  |
| NAME(S) MOST COMMONLY KNOWN BY   |               |   |     |      |  |
|  |               |   |     |      |  |
| NAME OF ISSUER (State the name of the Issuer that is listed or that has applied to list on one of the Exchanges) |               |   |     |      |  |
|  |               |   |     |      |  |
| PRESENT <u>or</u> PROPOSED POSITION(S) WITH THE ISSUER<br>– check (√) all positions below that are applicable    | (√)           | IF DIRECTOR / OFFICER DISCLOSE THE DATE ELECTED / APPOINTED |     |      | IF OFFICER – PROVIDE TITLE<br>IF OTHER – PROVIDE DETAILS |
|  |               | Month   | Day | Year |  |
| Director   |               |   |     |      |  |
| Officer  |               |   |     |      |  |

|         |  |  |  |  |  |
|---------|--|--|--|--|--|
| Insider |  |  |  |  |  |
| Other   |  |  |  |  |  |

**B. Other than the name given in Question 1A above, provide any legal names, assumed names or nicknames under which you have carried on business or have otherwise been known, including information regarding any name change(s) resulting from marriage, divorce, court order or any other process. Use an attachment if necessary.**

|  | FROM |    | TO |    |
|--|------|----|----|----|
|  | MM   | YY | MM | YY |
|  |      |    |    |    |
|  |      |    |    |    |

**C.**

| GENDER | DATE OF BIRTH    |     |      | PLACE OF BIRTH |                |         |
|--------|------------------|-----|------|----------------|----------------|---------|
|        | Month (e.g. May) | Day | Year | City           | Province/State | Country |
| Male   |                  |     |      |                |                |         |
| Female |                  |     |      |                |                |         |

**D.**

| MARITAL STATUS | FULL NAME OF SPOUSE - include common-law | OCCUPATION OF SPOUSE |
|----------------|--|----------------------|
|                |  |                      |

**E. TELEPHONE AND FACSIMILE NUMBERS AND E-MAIL ADDRESS**

| RESIDENTIAL | ( ) | FACSIMILE | ( ) |
|-------------|-----|-----------|-----|
| BUSINESS    | ( ) | E-MAIL*   |     |

\*Please provide an email address that the Exchanges may use to contact you regarding this PIF. This email address may be used to exchange personal information relating to you.

**F. RESIDENTIAL HISTORY - Provide ALL residential addresses for the past 10 YEARS starting with your current principal residential address. If you are unable to correctly identify the complete residential address for a period, which is beyond five years from the date of completion of this PIF, the municipality and province or state and country must be identified. The Exchanges reserve the right to require the full address. Use an attachment if necessary.**

| STREET ADDRESS, CITY, PROVINCE/STATE, COUNTRY & POSTAL/ZIP CODE | FROM |    | TO |    |
|---|------|----|----|----|
|   | MM   | YY | MM | YY |
|   |      |    |    |    |
|   |      |    |    |    |
|   |      |    |    |    |
|   |      |    |    |    |
|   |      |    |    |    |

**2. CITIZENSHIP**

|  | YES | NO |
|--|-----|----|
| (i) Are you a Canadian citizen?  |     |    |
| (ii) Are you a person lawfully in Canada as an immigrant but are not yet a Canadian citizen? |     |    |
| (iii) If "Yes" to (ii), provide the number of years of continuous residence in Canada.       |     |    |
| (iv) Do you hold citizenship in any country other than Canada?                               |     |    |
| (v) If "Yes" to (iv), provide the name of the country or countries.                          |     |    |
| (vi) Please provide U.S. Social Security number, where you have such a number.               |     |    |

**3. EMPLOYMENT HISTORY**

Provide your complete employment history for the **10 YEARS** immediately prior to the date of this PIF starting with your current employment. Use an attachment if necessary. If you were unemployed during this period of time, please state this and identify the period of unemployment.

| EMPLOYER NAME | EMPLOYER ADDRESS | POSITION HELD | FROM |    | TO |    |
|---------------|------------------|---------------|------|----|----|----|
|               |                  |               | MM   | YY | MM | YY |
|               |                  |               |      |    |    |    |
|               |                  |               |      |    |    |    |
|               |                  |               |      |    |    |    |

**4. INVOLVEMENT WITH ISSUERS**

|   | YES | NO |
|---|-----|----|
| A. Are you or have you during the last <u>10 years</u> ever been, in any jurisdiction, a director, officer, promoter, insider or control person for any Reporting Issuer? |     |    |

B. If "YES" to 4A above, provide the names of each Reporting Issuer. State the position(s) held and the period(s) during which you held the position(s). Use an attachment if necessary.

| NAME OF REPORTING ISSUER | POSITION(S) HELD | MARKET TRADED ON | FROM |    | TO |    |
|--------------------------|------------------|------------------|------|----|----|----|
|                          |                  |                  | MM   | YY | MM | YY |
|                          |                  |                  |      |    |    |    |
|                          |                  |                  |      |    |    |    |
|                          |                  |                  |      |    |    |    |
|                          |                  |                  |      |    |    |    |

|    |   | YES | NO |
|----|---|-----|----|
| C. | While you were a director, officer or insider of an issuer, did any exchange or other self regulatory entity ever refuse approval for listing or quotation of that issuer, including (i) a listing resulting from a business combination, reverse take over or similar transaction that is regulated by an SRE or SRA, (ii) backdoor listing or qualifying acquisition (as those terms are defined in the TSX Company Manual) or (iii) a Qualifying Transaction, Reverse Take Over or Change of Business (as those terms are defined in the TSX Venture Corporate Finance Manual)? If yes, attach full particulars. |     |    |

5. EDUCATIONAL HISTORY

A. **PROFESSIONAL DESIGNATION(S) – Identify any professional designation(s) held and the names in full of all professional associations to which you belong, for example, Barrister & Solicitor, C.A., C.M.A., C.G.A., P.Eng., P.Geol., CFA, etc. Identify the organizations which granted the designations, the entities which regulate each profession, and the date each designation was granted.**

| PROFESSIONAL DESIGNATION(S)<br>And MEMBERSHIP NUMBER(S) | GRANTOR OF DESIGNATION(S)<br>And JURISDICTION(S)<br>(NO ACRONYMS) | REGULATOR OF PROFESSION(S) | DATE(S) GRANTED |    |
|---|---|----------------------------|-----------------|----|
|   |   |                            | MM              | YY |
|   |   |                            |                 |    |
|   |   |                            |                 |    |
|   |   |                            |                 |    |

Describe the current status of all designation(s) and/or association(s) (e.g., active, retired, non-practicing, suspended).

|  |
|--|
|  |
|--|

B. **Provide your post-secondary educational history starting with the most recent.**

| SCHOOL | LOCATION | DEGREE OR DIPLOMA | DATE OBTAINED |    |    |
|--------|----------|-------------------|---------------|----|----|
|        |          |                   | MM            | DD | YY |
|        |          |                   |               |    |    |
|        |          |                   |               |    |    |
|        |          |                   |               |    |    |

6. **OFFENCES** - If you answer "YES" to any item in Question 6, you must provide complete details in an attachment initialled by the Notary Public and you. **If you have received a pardon under the *Criminal Records Act (Canada)* for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences, you must disclose the pardoned Offence in this PIF.**

|    |  | YES | NO |
|----|--|-----|----|
| A. | Have you ever, in any jurisdiction, pled guilty to or been found guilty of an Offence? |     |    |

|    |  | YES | NO |
|----|--|-----|----|
| B. | Are you the subject of any current charge, indictment or proceeding for an Offence, in any jurisdiction? |     |    |

|    |  | YES | NO |
|----|--|-----|----|
| C. | To the best of your knowledge, are you currently or have you <b>ever</b> been a director, officer, promoter, insider or control person of an issuer, in any jurisdiction, at the time of events, where the issuer: |     |    |
|    | (i) pled guilty to or was found guilty of an Offence?  |     |    |
|    | (ii) is now the subject of any charge, indictment or proceeding for an Offence?  |     |    |

7. **BANKRUPTCY** - If you answer "YES" to any item in Question 7, you must provide complete details in an attachment and attach a copy of any discharge, release or other applicable document, all of which must be initialed by the Notary Public and you. You must answer "YES" or "NO" for EACH of (A), (B) and (C), below.

|    |  | YES | NO |
|----|--|-----|----|
| A. | Have <u>you</u> , in any jurisdiction, within the past <b>10 years</b> had a petition in bankruptcy issued against you, made a voluntary assignment in bankruptcy, made a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to manage your assets? |     |    |

|    |                                       | YES | NO |
|----|---------------------------------------|-----|----|
| B. | Are you now an undischarged bankrupt? |     |    |

|    |  | YES | NO |
|----|--|-----|----|
| C. | To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of an issuer, in any jurisdiction, at the time of events, or for a period of 12 months preceding the time of events, where the issuer:                                   |     |    |
|    | (i) has made a petition in bankruptcy, a voluntary assignment in bankruptcy, a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to manage the issuer's assets? |     |    |
|    | (ii) is now an undischarged bankrupt?  |     |    |

8. **PROCEEDINGS** - If you answer "YES" to any item in Question 8, you must provide complete details in an attachment initialed by the Notary Public and you.

|    |   | YES | NO |
|----|---|-----|----|
| A. | <b>CURRENT PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF REGULATORY ENTITY. Are you now, in <u>any</u> jurisdiction, the subject of:</b> |     |    |
|    | (i) a notice of hearing or similar notice issued by an SRA or SRE?  |     |    |
|    | (ii) a proceeding, or to your knowledge, investigation, by an SRA or SRE?   |     |    |
|    | (iii) settlement discussions or negotiations for settlement of any nature or kind whatsoever with an SRA or SRE?                                  |     |    |

|    |  | YES | NO |
|----|--|-----|----|
| B. | <b>PRIOR PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF REGULATORY ENTITY. Have you <u>ever</u>:</b>   |     |    |
|    | (i) been reprimanded, suspended, fined, been the subject of an administrative penalty, or been the subject of any proceedings of any kind whatsoever, in any jurisdiction, by an SRA or SRE? |     |    |

|  |  |  |
|--|--|--|
| (ii) had a registration or licence for the trading of securities, exchange or commodity futures contracts, real estate, insurance or mutual fund products cancelled, refused, restricted or suspended, by an SRA or SRE?   |  |  |
| (iii) been prohibited or disqualified by an SRA or SRE under securities, corporate or any other legislation from acting as a director or officer of a Reporting Issuer or been prohibited or restricted by an SRA or SRE from acting as a director, officer, or employee of, or an agent or consultant to, a Reporting Issuer? |  |  |
| (iv) had a cease trading or similar order issued against you or an order issued against you by an SRA or SRE that denied you the right to use any statutory prospectus or registration exemption?  |  |  |
| (v) had any other proceeding, review, or investigation of any nature or kind taken against you by an SRA or SRE?   |  |  |

|  | YES | NO |
|--|-----|----|
| <b>C. SETTLEMENT AGREEMENT(S)</b>  |     |    |
| Have you ever entered into a settlement agreement with an SRA, SRE, attorney general or comparable official or body, in any jurisdiction, in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct, or any other settlement agreement with respect to any other violation of securities legislation or the rules, by-laws or policies of any SRE? |     |    |

|   | YES | NO |
|---|-----|----|
| <b>D. To the best of your knowledge, are you now or have you <u>ever</u> been a director, officer, promoter, insider or control person of an issuer at the time of such event, in any jurisdiction, for which a securities regulatory authority or self regulatory entity has:</b>  |     |    |
| (i) refused, restricted, suspended or cancelled the registration or licensing of an issuer to trade securities, exchange or commodity futures contracts, or to sell or trade real estate, insurance or mutual fund products?  |     |    |
| (ii) issued a cease trade or similar order or imposed an administrative penalty of any nature or kind whatsoever against the issuer, other than an order for failure to file financial statements that was revoked within 30 days of its issuance?  |     |    |
| (iii) refused a receipt for a prospectus or other offering document, denied any application for listing or quotation or any other similar application, or issued an order that denied the issuer the right to use any statutory prospectus or registration exemptions?  |     |    |
| (iv) issued a notice of hearing, notice as to a proceeding or similar notice against the issuer?  |     |    |
| (v) commenced any other proceeding of any nature or kind against the issuer, including a trading halt, suspension or delisting of the issuer, in connection with an alleged or actual contravention of an SRA's or SRE's rules, regulations, policies, or other requirements, but excluding halts imposed (i) in the normal course for proper dissemination of information, or (ii) pursuant to a business combination, reverse take over or similar transaction that is regulated by an SRE or SRA, including a Qualifying Transaction, Reverse Takeover or Change of Business (as those terms are defined in the TSX Venture Corporate Finance Manual)? |     |    |
| (vi) entered into a settlement agreement with the issuer in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct by the issuer, or involved in any other violation of securities legislation or the rules, by-laws or policies of an SRE?   |     |    |

9. **CIVIL PROCEEDINGS** - If you answer "YES" to any item in Question 9, you must provide complete details in an attachment initialed by the Notary Public and you.

|    |  | YES | NO |
|----|--|-----|----|
| A. | <b>JUDGMENT, GARNISHMENT AND INJUNCTIONS</b><br>Has a court in any jurisdiction:   |     |    |
|    | (i) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against you in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?  |     |    |
|    | (ii) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against an issuer of which you are currently or have ever been a director, officer, promoter, insider or control person in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct? |     |    |

|    |   | YES | NO |
|----|---|-----|----|
| B. | <b>CURRENT CLAIMS</b>   |     |    |
|    | (i) Are you now subject, in any jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?   |     |    |
|    | (ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of an issuer now subject, in any jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct? |     |    |

|    |  | YES | NO |
|----|--|-----|----|
| C. | <b>SETTLEMENT AGREEMENT</b>  |     |    |
|    | (i) Have you ever entered into a settlement agreement, in any jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?  |     |    |
|    | (ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of an issuer that has entered into a settlement agreement, in any jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct? |     |    |

10. **INVOLVEMENT WITH OTHER ENTITIES**

|    |   | YES | NO |
|----|---|-----|----|
| A. | Has your employment in a sales, investment or advisory capacity with any employer engaged in the sale of real estate, insurance or mutual funds ever been suspended or terminated for cause? If yes, attach full particulars. |     |    |

|  | YES | NO |
|--|-----|----|
| B. Has your employment with a firm or company registered under the securities laws of any jurisdiction as a securities dealer, broker, investment advisor or underwriter ever been suspended or terminated for cause? If yes, attach full particulars. |     |    |

|   | YES | NO |
|---|-----|----|
| C. Has your employment as an officer of an issuer ever been suspended or terminated for cause? If yes, attach full particulars. |     |    |

11. IDENTIFICATION

|  |   |
|--|---|
| <p>A. Attach legible notarized photocopies of TWO different pieces of identification ("I.D.") issued by a government authority (such as a driver's license or passport) that are acceptable to the Exchanges:</p> <ul style="list-style-type: none"> <li>• At least one of the pieces of I.D. must contain a recognizable photograph taken within the last 5 years.</li> <li>• If the piece of I.D. containing a recognizable photo is not a passport, it must contain your full given name, surname, date of birth, gender and current mailing address.</li> <li>• Examples of acceptable non-photo I.D. include birth certificate, immigration papers and baptismal certificate.</li> <li>• Please note that we are prohibited from using Provincial Health Cards or Social Insurance Number Cards - do not forward copies of either of these pieces of I.D. to us. We reserve the right to reject any I.D. which we determine is not acceptable.</li> </ul> <p><b><u>BOTH PIECES OF I.D. MUST BE VERIFIED BY A NOTARY PUBLIC WHO MUST THEN MAKE PHOTOCOPIES OF THE I.D., SIGN, DATE AND APPLY NOTARY SEAL/STAMP TO EACH COPY.</u></b></p> | <p><b>Check this box if attached</b></p> <div style="border: 1px solid black; width: 80px; height: 20px; margin: 10px auto;"></div> |
|--|---|

**STATUTORY DECLARATION**

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

- (a) I have read and understand this PIF, and the answers I have given to the questions in this PIF and in any attachments to it are true and correct, except where stated to be to the best of my knowledge, in which case I believe the answers to be true;
- (b) I have read and understand the Personal Information Collection Policy of the Exchanges 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 this PIF and collection of information for the sole purposes of SRAs) (collectively, the "PIF Collection Policy");
- (c) I have presented to the Notary Public named below, two pieces of photo identification, both of which comply with the Exchanges' requirements set forth in Question 11, and I have attached to this PIF notarized photocopies of those pieces of identification (including the Notary Public's signature and stamp/seal, and the date of notarization);
- (d) I consent to the collection, use and disclosure of the information in this PIF and any further personal information collected, used and disclosed, as set out in the PIF Collection Policy;
- (e) I hereby agree to (i) submit to the jurisdiction of each of the Exchanges and to the Investment Industry Regulatory Organization of Canada and any successor or assignee of any of them, and wherever applicable, the directors and committees thereof, and (ii) be bound by and comply with all applicable rules, policies, regulations, directions, decisions, orders and rulings of each of the Exchanges (collectively, the "Exchange requirements");
- (f) I agree that should any of my responses to any of the questions set forth in 6, 7, 8, 9 or 10 of this PIF cease to be true and correct, I will immediately file a new PIF with the applicable Exchange;
- (g) I agree that any acceptance, approval or other right granted by the Exchanges may be revoked, terminated or suspended at any time in accordance with the then applicable Exchange requirements. In the event of any such revocation, termination or suspension, I agree to immediately terminate my association or involvement with any Exchange Issuer to the extent required by the Exchanges. I agree not to resume my association or involvement with any Exchange Issuer, except with the prior written approval of the Exchanges;
- (h) This declaration and the rights and powers of the Exchanges pursuant to the Exchange requirements shall be governed, in the case of matters relating to TSX, by the laws of the Province of Ontario and in the case of matters relating to TSX Venture, by the laws of the Province of Alberta, and the laws of Canada applicable therein, without regard to conflict of law principles;
- (i) I acknowledge and agree that this declaration may be assigned or transferred by the Exchanges 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 Exchanges;
- (j) 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;
- (k) 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 of \_\_\_\_\_  
(Name of Notary)

in the Province (or State) of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
(Day) (Month) (Year)

\_\_\_\_\_  
Name of Notary Public (please print)

\_\_\_\_\_  
Membership or Bar No.

\_\_\_\_\_  
**Signature of Notary Public**

My Appointment  
Expires: \_\_\_\_\_

\_\_\_\_\_  
Seal or Stamp of Notary Public

\*Note: THIS PIF AND ACCOMPANYING IDENTIFICATION 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, IN WHICH CASE THIS PIF MUST BE DECLARED BEFORE A LAWYER IN THAT JURISDICTION, OR OTHER PERSON THAT SATISFIES THE REQUIREMENTS SET OUT IN THE CANADA EVIDENCE ACT.



Ontario  
Provincial  
Police

**EXHIBIT 1**  
**Release and Discharge Relating to**  
**Consent to Disclosure of Criminal Record Information**

**Surname**                      **Given name**                      **Middle name(s)**                      **Date of Birth (dd/mm/yy)**                       **Male**  
 **Female**

**Previous Surnames** (e.g. Former marriage, maiden)

**Address** (number, street, apt., lot, concession, township, rural route #, city, postal code)

**Occupation**

I hereby authorize the Ontario Provincial Police (the OPP) to release records of criminal 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 criminal charges of which the OPP is aware, to the person(s) listed below.

| Name                   | Title                                     |
|------------------------|---|
| <b>Jim Manderville</b> | <b>Manager, Investigative Research</b>    |
| <b>Mary Lorimer</b>    | <b>Supervisor, Investigative Research</b> |
| <b>Lois Badley</b>     | <b>Supervisor, Investigative Research</b> |

Department and Branch

**Compliance & Disclosure**

Name of Organization

**Toronto Stock Exchange / TSX Venture Exchange**

**Release and Discharge**

I hereby release and forever discharge Her Majesty the Queen in right of Ontario, the Commissioner of the Ontario Provincial Police and all members and employees of the OPP 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 the above named organization.

I acknowledge that information so disclosed may be confirmed only by a comparison of the fingerprints on file to which the information relates and my fingerprints.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Confidential**

This record and the information contained therein is being provided in confidence and shall not be disclosed to any person with the exception of the person(s) named above without the express written consent of the Commissioner of the OPP.

Based on a name check only, and having a birth date as provided above – a records check:

- fails to reveal any record relating to the above subject.
- indicated the following information may relate to the above subject.

Details cannot be certified as relating to the subject of inquiry, without a fingerprint comparison.

**EXHIBIT 2**  
**PIF PERSONAL INFORMATION COLLECTION POLICY**

---

**Collection, Use and Disclosure**

TSX Inc. and its affiliates, 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 Personal Information Form and in other forms that are submitted by you and/or by an Exchange Issuer or an entity applying to be an Exchange Issuer and use and disclose 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, employee or consultant, of an Exchange Issuer or an issuer applying to be an Exchange Issuer,
- to consider the eligibility of an applicant to be an Exchange Issuer,
- to detect and prevent fraud,
- to conduct enforcement proceedings, and
- to perform other investigations as required by and to ensure compliance with Exchange requirements, securities legislation and other legal and regulatory requirements regarding 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 entities, and regulation services providers, for the purposes described above. 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 transfer information about you to service providers (including service providers located outside of Canada) for purposes of verifying the information that has been provided about you. Information provided to third parties outside of Canada becomes subject to the laws of the country in which it is held, and may be subject to disclosure to the governments, courts, or law enforcement or regulatory authorities of such country pursuant to such laws.

**Failure to Consent**

If you do not consent to this PIF Collection Policy, we may (i) refuse to allow you to act as an officer, director, insider, promoter, investor relations provider, employee or consultant, of an Exchange Issuer, (ii) refuse to allow an applicant to be listed as an Exchange Issuer, and/or (iii) refuse to accept a transaction proposed by an Exchange Issuer.

**Security**

The personal information that is retained by TSX is kept in a secure environment. Only those employees of TSX who require access to your personal information in order to accomplish the purposes identified above, will be given access to your personal information. Employees of TSX who have access to your personal 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 about the privacy principles outlined above or our policies and practices, including policies and practices with respect to service providers outside of Canada and their collection, use, disclosure and storage of personal information on behalf of TSX, please send a written request to: Chief Privacy Officer, TMX 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**

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The securities regulatory authorities of each of the provinces and territories of Canada (the "SRAs") collect the personal information in the Personal Information Form and use it in the administration and enforcement of the securities legislation in their province or territory governing the conduct and protection of the public markets in Canada (the "provincial securities legislation"). The SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs, you may contact the SRAs in the jurisdiction in which the required information is filed, at the address of the SRAs provided in Schedule 3 of Appendix A to National Instrument 41-101.



**DECLARATION**

This Declaration Form (the “Declaration”) constitutes Form 4B for Toronto Stock Exchange, operated by TSX Inc. (“TSX”) and Form 2C1 for TSX Venture Exchange, operated by TSX Venture Exchange Inc. (“TSX Venture”). This Declaration Form is to be completed only if (i) the individual has submitted a Personal Information Form to TSX or to TSX Venture (individually an “Exchange” and together, the “Exchanges”) 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 – Release and Discharge Relating to Consent to Disclosure of Criminal Record Information, must be completed and attached.** Legible notarized photocopies of TWO different pieces of identification (“I.D.”) issued by a government authority (such as a driver’s license or passport) that are acceptable to the Exchanges, must also be attached:

- At least one of the pieces of I.D. must contain a recognizable photograph taken within the last 5 years.
- If the piece of I.D. containing a recognizable photo is not a passport, it must contain your full given name, surname, date of birth, gender and current mailing address.
- Examples of acceptable non-photo I.D. include birth certificate, immigration papers and baptismal certificate.
- Please note that we are prohibited from using Provincial Health Cards or Social Insurance Number Cards - do not forward copies of either of these pieces of I.D. to us. We reserve the right to reject any I.D. which we determine is not acceptable.

**BOTH PIECES OF I.D. MUST BE VERIFIED BY A NOTARY PUBLIC WHO MUST THEN MAKE PHOTOCOPIES OF THE I.D., SIGN, DATE AND APPLY NOTARY SEAL/STAMP TO EACH COPY.**

|   |
|---|
| <b>Individual’s Name (Please Print)</b>   |
| <b>Declaration is being submitted with respect to [legal name of the issuer]</b>  |
| <b>Position with the issuer</b>   |
| <b>Date of Birth</b>  |
| <b>Citizenship</b>  |
| <b>Email address</b> (Please provide an email address that the Exchanges may use to contact you regarding this Declaration and the Personal Information Form to which it relates. This email address may be used to exchange personal information relating to you.) |

**Capitalized terms used in this Declaration without definition have the meanings assigned to them in the Personal Information Form described in Section (a) below.**

**STATUTORY DECLARATION**

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

- (a) The information contained in the most recent Personal Information Form that I submitted to TSX or TSX Venture within the last 36 months (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 Exchanges 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 this PIF and collection of information for the sole purposes of the SRAs) (collectively, the "PIF Collection Policy");
- (c) I have presented to the Notary Public named below, two pieces of photo identification, both of which comply with the Exchanges' requirements set forth above, and I have attached to this Declaration notarized photocopies of those pieces of identification (including the Notary Public's signature and stamp/seal, and the date of notarization);
- (d) 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;
- (e) I hereby agree to (i) submit to the jurisdiction of each of the Exchanges and to the Investment Industry Regulatory Organization of Canada and any successor or assignee of any of them, and wherever applicable, the directors and committees thereof, and (ii) be bound by and comply with all applicable rules, policies, regulations, directions, decisions, orders and rulings of each of the Exchanges (collectively, the "Exchange requirements");
- (f) I agree that any acceptance, approval or other right granted by the Exchanges may be revoked, terminated, or suspended at any time in accordance with the then applicable Exchange requirements. In the event of any such revocation, termination, or suspension, I agree to immediately terminate my association or involvement with any Exchange Issuer to the extent required by the Exchanges. I agree not to resume my association or involvement with any Exchange Issuer, except with the prior written approval of the Exchanges;
- (g) This Declaration and the rights and powers of the Exchanges pursuant to the Exchange requirements shall be governed, in the case of matters relating to TSX, by the laws of the Province of Ontario and in the case of matters relating to TSX Venture, by the laws of the Province of Alberta, and the laws of Canada applicable therein, without regard to conflict of law principles;
- (h) I acknowledge and agree that this Declaration may be assigned or transferred by the Exchanges 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 Exchanges;
- (i) 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;
- (j) 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 of \_\_\_\_\_  
(Name of Notary)  
in the Province (or State) of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_,  
(Day) (Month) (Year)

\_\_\_\_\_  
Name of Notary Public (please print)

\_\_\_\_\_  
Membership or Bar No.

\_\_\_\_\_  
**Signature of Notary Public**

My Appointment Expires: \_\_\_\_\_

\_\_\_\_\_  
Seal or Stamp of Notary Public

\*Note: THIS DECLARATION AND ACCOMPANYING PHOTOCOPIED IDENTIFICATION 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, 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 2

### PIF PERSONAL INFORMATION COLLECTION POLICY

---

#### Collection, Use and Disclosure

TSX Inc. and its affiliates, 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 Personal Information Form and in other forms that are submitted by you and/or by an Exchange Issuer or an entity applying to be an Exchange Issuer and use and disclose 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, employee or consultant, of an Exchange Issuer or an issuer applying to be an Exchange Issuer,
- to consider the eligibility of an applicant to be an Exchange Issuer,
- to detect and prevent fraud,
- to conduct enforcement proceedings, and
- to perform other investigations as required by and to ensure compliance with Exchange requirements, securities legislation and other legal and regulatory requirements regarding 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 entities, and regulation services providers, for the purposes described above. 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 transfer information about you to service providers (including service providers located outside of Canada) for purposes of verifying the information that has been provided about you. Information provided to third parties outside of Canada becomes subject to the laws of the country in which it is held, and may be subject to disclosure to the governments, courts, or law enforcement or regulatory authorities of such country pursuant to such laws.

#### Failure to Consent

If you do not consent to this PIF Collection Policy, we may (i) refuse to allow you to act as an officer, director, insider, promoter, investor relations provider, employee or consultant, of an Exchange Issuer, (ii) refuse to allow an applicant to be listed as an Exchange Issuer, and/or (iii) refuse to accept a transaction proposed by an Exchange Issuer.

#### Security

The personal information that is retained by TSX is kept in a secure environment. Only those employees of TSX who require access to your personal information in order to accomplish the purposes identified above, will be given access to your personal information. Employees of TSX who have access to your personal 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 about the privacy principles outlined above or our policies and practices, including policies and practices with respect to service providers outside of Canada and their collection, use, disclosure and storage of personal information on behalf of TSX, please send a written request to: Chief Privacy Officer, TMX 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**

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The securities regulatory authorities of each of the provinces and territories of Canada (the "SRAs") collect the personal information in the Personal Information Form and use it in the administration and enforcement of the securities legislation in their province or territory governing the conduct and protection of the public markets in Canada (the "provincial securities legislation"). The SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs 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 SRAs, you may contact the SRAs in the jurisdiction in which the required information is filed, at the address of the SRAs provided in Schedule 3 of Appendix A to National Instrument 41-101.

**APPENDIX B**  
**Summary of Non-Public Interest Amendments**

| Section                  | Amendment   | Rationale  |
|--------------------------|---|--|
| Section 423.4            | Delete reference to <i>Securities Act</i> (Ontario) (“OSA”) requirement to report insider trades “within 10 days after a trade is made”. As a result of amendments to the OSA, this reference is no longer correct.   | Update Manual as a result of changes to the OSA.   |
| Section 435              | Delete reference to sections of Manual that no longer exist.  | Update Manual.   |
| Section 450              | Clarify that the filing of interim statements on SEDAR is sufficient for the Exchange. Issuance of press release is governed under the Timely Disclosure Policy of the Exchange.  | Clarify drafting.  |
| Section 466              | Delete reference to public filings on SEDAR satisfying the notice requirement to the Exchange and instead provide for email notice to the Exchange.   | Because notices sent to holders of listed securities sometimes contain time sensitive information, it is TSX’s experience that public filings through SEDAR are not sufficient from a practical perspective in such circumstances. |
| Section 614              | Correcting references to “security holders” to “participating security holders”. It has recently come to the attention of TSX that the extensive amendments to the Manual as of January 1, 2005 inadvertently changed “shareholders” to “security holders” in this section, potentially causing confusion as to the application of rights offerings, which are only available to participating security holders under TSX rules. Updating fee language. | To provide transparency and clarify drafting. Update Manual.   |
| Section 627(c)           | New subsection being added to import guidance from Staff Notice 2005-0002 regarding delisting securities after a going private transaction.   | Import Staff Notice to ease use of the Manual.   |
| Section 641, Section 721 | Delete sections which are no longer applicable. They contain transition provisions for amendments made as of January 1, 2005.   | Update Manual.   |
| Section 910              | Update name of newswire service.  | Update Manual.   |