

13.1.3 TSX Notice of Approval - Housekeeping Amendments to the TSX Company Manual

TORONTO STOCK EXCHANGE
NOTICE OF APPROVAL
HOUSEKEEPING AMENDMENTS TO THE
TORONTO STOCK EXCHANGE COMPANY MANUAL

Introduction

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

Reasons for the Amendments

The Amendments have been made in order to update and revise various TSX rules and forms, and to remove from the Manual those reporting forms which now must be filed via TSX SecureFile.

Summary of the Amendments

The Amendments represent a number of housekeeping amendments, such as the updating of cross references throughout the Manual and changes to certain filing requirements, the reduction in the amount of notice required via news release for issuers relying on certain exemptions, clarification of the procedure for continued listing reviews, changes to the Personal Information Form ("PIF") to reflect concurrent changes being made to TSX Venture Exchange's PIF in order to remain harmonized with them on the content and use of the PIFS, and finally the removal from the Manual of those reporting forms which, as of February 1, 2006, must be filed with TSX only through SecureFile.

Effective Date

The Amendments become effective on **May 29, 2006**.

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

Appendix A
Non-Public Interest Amendments to the TSX Company Manual

Toronto Stock Exchange ("TSX") has amended the policies of the TSX Company Manual (the "Manual") as follows:

Part III of the Manual

1. Section 330 is amended by replacing "...as detailed in Sections 637.4 to 637.11..." with "...as detailed in Section 612..." in the last sentence.

Part IV of the Manual

2. Section 455 is amended by replacing the last sentence with "Notices filed publicly through SEDAR will satisfy this requirement."

Part VI of the Manual

3. The second last sentence in the first paragraph of Section 604(d) is amended as follows:
"...Listed issuers using this exemption will be required to issue a press release at least ~~ten (10)~~ five (5) business days in advance of the closing of the transaction disclosing the material terms of the transaction and that the listed issuer has relied upon this exemption. ...".
4. The first sentence in the second paragraph of Section 604(e) is amended as follows:
"...Listed issuers using this exemption will be required to issue a press release at least ~~ten (10)~~ five (5) business days in advance of the closing of the transaction disclosing the material terms of the transaction and that the listed issuer has relied upon this exemption. ...".
5. Section 605 is amended as follows:
"TSX must be notified immediately of any increase or decrease in the number of issued securities of a listed issuer. The notice must be on Form 1 "Change in Outstanding and Reserved Securities" ~~found in Appendix H,~~ which must be filed via TSX SecureFile within ten (10) days after the end of any month in which any change to the number of outstanding or reserved listed securities are issued has occurred (including a reduction in such number that results from a cancellation or redemption of securities). ~~If no such change has occurred, a~~ Please note that "nil" reports must be filed on a quarterly (calendar) basis."
6. Section 613(g) of the Manual is amended by adding the following to the end of the first sentence "... (this includes amendments to individual security agreements and amendments to security based compensation arrangements, including, in both instances, those assumed by the listed issuer through an acquisition)."

Part VII of the Manual

7. Section 719 is amended by inserting the following after the words "Decisions in respect of the application of this Part VII are made by...", in the first sentence: "members of..."

Other Parts of the Manual

8. In Appendix A, the Checklist of Documents to be filed with the Listing Application is amended by deleting the words "... (see Section 802 of the TSX Company Manual)" in item 17.
9. In Appendix A and H, the Personal Information Form ("PIF") is amended as follows:
 - (I) first paragraph on cover page has been amended as follows:
"Where an individual has submitted a Personal Information Form ("PIF") to ~~the~~ Toronto Stock Exchange, a division of TSX Inc. or to TSX Venture Exchange, a division of TSX Venture Exchange Inc. (collectively referred to as the "Exchange") within the last ~~42~~36 months and the information has not changed, a Declaration Form may be completed in lieu of this PIF.";
 - (II) paragraph on the cover page subtitled "All Questions", the sentence "If you have any questions regarding this form please contact the Exchange." has been added;

- (III) Question 4 subtitled "POSITIONS WITH OTHER ISSUERS", the following question has been added:
- "D. Has your employment as an officer of an issuer ever been suspended or terminated for cause? If yes, attach full particulars."
- and Questions 4 (E) and (F) have been updated accordingly;
- (IV) Question 8 subtitled "PROCEEDINGS" has been amended as follows:
- "A. Are you now, in any jurisdiction, the subject of:
- (i) a notice of hearing or similar notice issued by an SRA or any self regulatory organization?
- (ii) a proceeding or to your knowledge, under investigation, by an ~~exchange~~SRA or any self regulatory organization?
- B. Have you ever:
- (iii) been prohibited or disqualified under securities, corporate or any other legislation from acting as a director or officer of a reporting issuer or been prohibited or restricted by a self regulatory organization or SRA from acting as a director, officer, employee, agent or consultant of a reporting issuer?
- (iv) ...
- (v) had any other proceeding, review or investigation of any nature or kind taken against you?";
- (V) Statutory Declaration to the PIF and the Declaration have been amended as follows:
- "(b) I have read and understand the Personal Information Collection Policy of the Exchange attached hereto as Exhibit 2 as well as the Notice of Collection, Use and Disclosure of Personal Information by Securities Regulatory Authorities attached hereto as Exhibit 3 (Exhibit 3 relates to the use of this PIF and collection of information for the sole purposes of SRAs) (collectively, the "PIF Collection Policy")"; and
- (VI) Exhibit 2 titled "PIF Personal Information Collection Policy" to both the Statutory Declaration and Declaration is amended as follows:
- i. in the first paragraph subtitled "Collection, Use and Disclosure":
- "TSX Inc. and its affiliates, their authorized agents, subsidiaries and divisions, including ~~the~~ Toronto Stock Exchange and TSX Venture Exchange (collectively referred to as "TSX") collect the information (which may include personal, confidential, non-public, criminal and other information) in the PIF Personal Information Form and in other forms that are submitted by you and/or by the Issuer or an entity applying to be an Issuer and use it for the following purposes ~~(the "object of the file")~~:";
- ii. in the final paragraph subtitled "Questions":
- ~~"If you wish to consult your file or make corrections to it or if you have any questions or enquiries with respect to the privacy principles outlined above or about our practices, please send a written request to : Chief Privacy Officer, TSX Group, The Exchange Tower, 130 King Street West, Toronto, Ontario, Canada, M5X 1J2."~~
10. Appendix H is amended as follows:
- (I) Form 10 – Change in Principal Business will be deleted, and its contents will be merged into Form 2 – Change in General Company Information;
- (II) Forms 1, 2, 3, 5, 8 and 9 will no longer be located in the Manual, but will be available through TSX SecureFile and on TSX's website. The requirements to file such Forms will remain unchanged within the Manual;
- (III) Form 11 – Notice of Private Placement is amended by adding the following question:
- "13. Was the subscription price (or formula within a binding agreement) determined at a time when material undisclosed information existed?".
11. The Table of Contents and Index are amended to reflect corresponding updates to various parts of the Manual.
12. The Key Contacts page has been updated.

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