

1.1.4 Notice of Amended and Restated CPC Operating Agreement

**NOTICE OF AMENDED AND RESTATED
CPC OPERATING AGREEMENT**

The Commission is publishing in Chapter 25 of today's Bulletin the Amended and Restated CPC Operating Agreement (the **Amended Agreement**) among the Commission, TSX Venture Exchange Inc., the British Columbia Securities Commission, the Alberta Securities Commission, the Saskatchewan Financial Services Commission, the Manitoba Securities Commission, and the Nova Scotia Securities Commission.

The Amended Agreement replaces the existing CPC Operating Agreement (the **Existing Agreement**) entered into by the Commission, the TSX Venture Exchange (then the Canadian Venture Exchange Inc.), the BCSC, the ASC, the Saskatchewan Securities Commission and the MSC in June, 2002. The Existing Agreement was made in connection with the introduction of the TSX Venture's capital pool company program into Ontario and the adoption of Commission Policy 41-601 *Capital Pool Companies*. The Existing Agreement sets out the procedures to be adopted by the parties in connection with this Program.

The purpose of the Amended Agreement is to allow the NSSC to be added as a signatory. In addition, the Amended Agreement also incorporates several other minor housekeeping amendments.

Delivered to Minister

The Amended Agreement has been delivered to the Chair of Management Board of Cabinet in accordance with subsection 143.10(1) of the *Securities Act*. (Ontario) **If the Minister approves the Amended Agreement, it will come into effect on the day it is approved. If the Minister does not approve or reject the Amendment Agreement, it will come into effect in Ontario on June 17, 2005.**

April 8, 2005