

13.1.2 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 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

Various Amendments are being made to correct references to the *Securities Act* (Ontario) (the “OSA”) in Part III and Part VI of the Manual, required as a result of changes to the OSA. Typographical corrections are also being made.

A change is being made to Appendix H: Form 11 – Notice of Private Placement, to clarify that blanket shareholder approvals are not permitted.

Changes are also being made to Appendix H: Form 12 - Notice of Intention to Make a Normal Course Issuer Bid. Form 12 was adopted effective June 1, 2007, concurrently with the amendments made to the TSX policy on normal course issuer bids and debt substantial issuer bids. After having used Form 12 for almost one year, adjustments have been made to clarify the questions and facilitate completion of the form by listed issuers.

Appendix A – Original Listing Application is being replaced with a streamlined application. There is no change to the substantive information TSX will receive and utilize as part of its review of a listing application, nor in the standards for listing as set out in the Manual. The primary goals of the changes are to reduce the amount of paper submitted since much of the information is publicly available, and to reduce the amount of duplicative time and effort for issuers making application to list on TSX since the bulk of the work has already been done in another format.

Summary of the Amendments

The non-public interest changes represent a number of housekeeping amendments, including:

- an amendment to Part III footnote 30 and footnote 33 of the Manual. As a result of amendments to National Instrument 51-101-Standards of Disclosure for Oil and Gas Activities, constant dollar reserves disclosure is no longer required, so we have removed that requirement and changed it to require forecast reserves disclosure. See Appendix “A”;
- amendments to update references to the OSA in Part VI, because of recent amendments to Part XX of the OSA and the change of Multilateral Instrument 45-102 to National Instrument 45-102, as well as to correct some typographical errors. See Appendix “B”.
- amendment to Question 7(b) in Appendix H: Form 11 Notice of Private Placement to clarify that blanket shareholder approval is not permitted. See Appendix “C”.
- amendments to Appendix H: Form 12 - Notice of Intention to Make a Normal Course Issuer Bid to clarify the information requirements. See Appendix “D”. and
- Repeal and replacement of the Listing Application at Appendix A of the Manual, removing obsolete requirements and providing for better use of publicly available information from SEDAR and of documents previously filed with TSX Venture Exchange for those TSX-V applicants seeking to graduate to a listing with TSX. See Appendix “E”.

Text of Amendments

The Amendments are attached as **Appendix A, B, C, D and E**.

Effective Date

The Amendments become effective on **June 16, 2008**.

NON-PUBLIC INTEREST AMENDMENTS TO THE TSX COMPANY MANUAL

APPENDIX A

PART III – ORIGINAL LISTING REQUIREMENTS

MINIMUM LISTING REQUIREMENTS FOR OIL AND GAS COMPANIES

Sec. 319. Requirements for Eligibility for Listing Subject to Section 501²⁸

- a) proved developed reserves²⁹ of \$3,000,000³⁰;
- b) a clearly defined programme, satisfactory to the Exchange, which can reasonably be expected to increase reserves;
- c) adequate funds to execute the programme and cover all other capital expenditures as well as general, administrative and debt service expenses, for a period of 18 months with an allowance for contingencies. A management- prepared 18-month projection (by quarter) of sources and uses of funds detailing all planned and required expenditures signed by the Chief Financial Officer must be submitted; and,
- d) an appropriate capital structure.

³⁰ The Company must submit a technical report prepared by an independent technical consultant that conforms to National Instrument 51-101 and be acceptable to the Exchange. Reports prepared in conformity with other reporting systems deemed by the Exchange to be equivalent of National Instrument 51-101 will normally be acceptable also. The value of reserves should be calculated as the net present value of future cash flows before income taxes, prepared on a ~~constant dollar~~ forecast basis, and discounted at a rate of 20%. The Exchange may, at its discretion, also require the provision of a price sensitivity analysis.

APPENDIX B

PART VI – CHANGES IN CAPITAL STRUCTURE OF LISTED ISSUERS

Sec. 614(g) The information that must be contained in a rights offering circular is prescribed in the rules and policies of the securities commissions. See National Instrument 45-101 and Form 45-101E. TSX may have additional requirements, depending on the circumstances.

Sec. 627. (b) The rules for take-over bids and issuer bids, and exemptions for same, are prescribed by securities legislation and, in some cases, corporate legislation. See, for example, Part XX of the OSA.

Any purchase through the facilities of TSX that is a take-over bid, as defined in applicable securities legislation of a Canadian jurisdiction, must be carried out in accordance with the terms of the exemption in ~~Clause 93(1)(b)~~ Section 100 of the OSA, regardless of the location of the seller.

Sec. 628 (c) For the purposes of Section ~~93(3)(e)~~ 101.2(1) of the OSA, an issuer bid may only be completed as a normal course issuer bid in accordance with Sections 629 and 629.1. A debt substantial issuer bid may only be completed in accordance with Section 629.2.

Sec. 629(l)4. Sales from Control - Purchases pursuant to a normal course issuer bid shall not be made from a person or company effecting a sale from control block pursuant to Part 2 of ~~Multilateral~~ National Instrument 45-102 Resale of Securities and Sections 630-633 of this Manual. It is the responsibility of the broker acting as agent for the listed issuer to ensure that it is not bidding in the market for the normal course issuer bid at the same time as a broker is offering the same class of securities of the listed issuer under a sale from control.

Sec. 630. It is the responsibility of both the selling security holder and participating organization acting on their behalf to ensure compliance with TSX requirements and applicable securities laws. In particular, participating organization and selling security holders should familiarize themselves with the procedures and requirements set out in Part 2 of ~~Multilateral~~ National Instrument 45-102.

Sec. 631. If securities are to be sold from a control block pursuant to an order made under section 74 of the OSA or an exemption contained in subsection 72(1) of the OSA or Part 2 of OSC Rule 45-501, the securities acquired by the purchaser may be subject to a hold period in accordance with the provisions of the OSA or ~~Multilateral~~ National Instrument 45-102. Sales of securities subject to a hold period are special terms trades and will normally be permitted to take place on TSX without interference.

Sec. 632. Filing —The seller shall file Form 45-102F1 Notice of Intention to Distribute Securities under subsection 2.8 of ~~MNI~~ 45-102, Resale of Securities with TSX at least seven calendar days prior to the first trade made to carry out the distribution.

APPENDIX C

APPENDIX H: FORM 11– NOTICE OF PRIVATE PLACEMENT



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EXPEDITED FILING (as provided for in Section 607(c)):

REGULAR FILING:

FORM: 11 | **Company Name:** _____ **Stock Symbol:** _____

1. Date of notice: _____

2. Number of currently issued and outstanding securities of each class of securities of the issuer, excluding non-voting preferred securities:

3. Description of securities to be placed:

a) class: _____

b) number: _____

c) subscription price: _____

d) market price and if applicable, date from binding agreement used to calculate market price (as defined in Part I) [Please attach one copy of binding agreement]:

e) discount percentage to market price, if any: _____

f) voting rights: _____

g) if the securities are not of a listed class, summarize the provisions:

h) if convertible into another class of securities, the maximum number of securities issuable upon conversion:

i) description of any attached warrants (or options), including:

(i) number: _____

(ii) exercise price: _____

(ii) term to expiry: _____

(iv) other significant terms: _____

j) if the issuer is providing any financial assistance to any placee to facilitate the purchase, by way of loan, guaranty or otherwise, give particulars:

k) tax credits attached to the securities, if any:



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4. Are there any issuances to insiders under the private placement? _____

(For this purpose, "insider" has the same meaning as found in the *Securities Act* (Ontario) and also includes associates and affiliates of the insider; and "issuances to insiders" includes direct and indirect issuances to insiders, their associates and affiliated companies.)

5. If the answer to question 4 is yes:

a) total percentage of placement being issued to insiders: _____

b) for each insider placee, state:

(i) the placee's name: _____

(ii) current holdings of voting securities of the issuer (direct or indirect) in terms of number and percentage:

(iii) the number of securities to be purchased by the insider under the private placement in terms of number and percentage :

(iv) holdings of voting securities of the issuer (direct or indirect) after the placement in terms of number and percentage:

6. Has the issuer completed any other private placements within the past six months where securities were issued or made issuable to insiders (include private placements that have been conditionally approved and/or currently contemplated)?



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7. If the answer to 6 is yes, state:

a) (i) dates on which each private placement closed: _____

(ii) number and class of listed securities issued or issuable under each placement: _____

(iii) number and class of securities issued or issuable to insiders under each private placement: _____

b) whether securityholders approved any of the private placements (including a blanket advanced approval) and, if so, identify which private placements were so approved:

8. Will the issuer obtain securityholder approval for this private placement? If the issuer is relying on an exemption from securityholder approval, please provide details.

9. What will be the use of proceeds?

10. Could the placement potentially result in a material affect in control?

11. Any significant information regarding the proposed private placement not disclosed above:



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12. Is this private placement related to any other private placement completed in the last six months?

13. Was the subscription price (or formula within a binding agreement) determined at a time when material undisclosed information existed?

APPENDIX D

APPENDIX H: FORM 12- NOTICE OF INTENTION TO MAKE A NORMAL COURSE ISSUER BID

Form: 12 | ~~Company~~ Issuer Name: _____ **Stock Symbol:** _____

1. Securities Sought – State the following:

a) Class(es) of securities subject to the NCIB: _____

b) Total number of securities:

i) issued and outstanding: (as of _____): _____

ii) if applicable, in the total public float : (as of _____): _____

c) Percentage of securities that ~~they~~ may be purchased under the NCIB is for:

i) % of issued and outstanding (maximum 5%): _____

ii) % of the public float, as the case may be (maximum 10%): _____

d) Maximum number of securities that may be acquired under the NCIB: _____

e) ~~where the issuer has established a specific n~~ Number of securities the issuer intends to be acquired under the NCIB, the number of securities sought:

f) Is the issuer an investment fund: _____

i) If the answer is NO, the average daily trading volume for six months prior to date hereof: _____

g) ~~If Does~~ the issuer has have a class of restricted securities: _____

If the answer is YES:

i) ~~a description describe~~ of the voting rights of all equity securities: _____

ii) if the issuer does not propose to make the same NCIB for all classes of voting and equity securities, the reasons for so limiting the NCIB: _____

h) Whether the securities are going to be cancelled. If such securities are not cancelled, state how such securities will be dealt with:

2. Duration – State the dates on which the NCIB will commence and terminate. The NCIB may not extend for a period of more than one year from the date on which purchases may commence. (ie. May 1, 2004 to April 30, 2005): _____

3. Method of Acquisition – State the following:

**Form 12 – Notice of Intention to make a Normal Course Issuer Bid
(as at June 16, 2007)**

© 2007/2008, TSX Group Inc.

Form: 12 | Company/Issuer Name: _____

Stock Symbol: _____

- a) ~~that whether~~ purchases will be effected through the facilities of TSX and identify any other exchanges or market places on which purchases will be made: _____

- b) ~~that whether~~ purchase and payment for the securities will be made by the issuer in accordance with the requirements of TSX: _____

- c) ~~that whether~~ the price that the issuer will pay for any securities acquired by it will be the market price of the securities at the time of acquisition: _____

- d) whether purchases (other than by way of exempt offer) will be made other than by means of open market transactions during the period the NCIB is outstanding:

4. **Consideration Offered** – State whether there are any restrictions on the price the offeror is prepared to pay and any other restrictions relating to the NCIB, such as specific funds available, method of purchasing, etc.: _____

5. **Reasons for the NCIB** – State the purpose or business reasons for the NCIB:

6. **Valuation** – State whether there has been ~~include a summary of~~ any appraisal or valuation of the issuer to the best known knowledge of ~~to~~ the directors or officers of the issuer, after reasonable enquiry, regarding the issuer, its material assets or securities prepared within the two years preceding the date of the notice, together with a statement of a reasonable time and place at which such appraisal or valuation, or a copy thereof, may be inspected. For this purpose, the phrase appraisal or valuation means both an independent appraisal or valuation and a material non-independent appraisal or valuation. If there has been such an appraisal or valuation, include a summary of such appraisal or valuation:

Form: 12 | Company/Issuer Name: _____

Stock Symbol: _____

7. Previous Purchases – Where the issuer has purchased securities ~~which are the subject of the~~ under a NCIB bid within the past 12 months, state the following:

a) method of acquisition: _____

b) the number of securities purchased: _____

c) the weighted average price paid per security: _____

8. Persons Acting Jointly or In Concert with the Issuer – Disclose the identity of any party acting jointly or in concert with the issuer: _____

9. Acceptance by Insiders, Affiliates and Associates –

a) name of every director or senior officer of the issuer who intends to sell securities of the issuer during the course of the NCIB: _____

b) where their intention is known after reasonable enquiry, the name of every associate of a director or senior officer of the issuer, person acting jointly or in concert with the issuer, or person holding 10% or more of any class of equity securities of the issuer, who intends to sell securities: _____

10. Benefits from the NCIB – State direct or indirect benefits to any of the persons or companies named in item 9 of selling or not selling securities of the issuer during the course of the NCIB. An answer to this item is not required where the benefits to such person or company of selling or not selling securities are the same as the benefits to any other securityholder who sells or does not sell: _____

Form: 12 | Company/Issuer Name:

Stock Symbol:

11. **Material Changes in the Affairs of the Issuer** – Disclose any previously undisclosed material changes or plans or proposals for material changes in the affairs of the issuer:

12. **Participating Organization Information** –

- a) Name of brokerage firm: _____
- b) Name of registered representative: _____
- c) Address of brokerage firm: _____
- d) Fax number: _____
- e) Telephone number: _____

13. **Disclose Any any significant information regarding the NCIB not disclosed above, including any details regarding the use of put options or forward purchase contracts in conjunction with the NCIB:** _____

14. **Certificate** – The undersigned, a director or senior officer of the issuer duly authorized by the issuer's board of directors, certifies that this notice is complete and accurate and in compliance with Section 629 and 629.1 of the TSX Company Manual-. This notice contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it is made.

NAME

TITLE

DATE

APPENDIX E

APPENDIX A: ORIGINAL LISTING APPLICATION

Instructions – Page 1

INSTRUCTIONS

Toronto Stock Exchange (**TSX**) has established separate requirements for three categories of issuers applying to list on TSX (**Applicants**): Industrial (general / technology / research & development), Mining, and Oil and Gas. Special purpose issuers such as exchange traded funds, split share corporations, income trusts, investment funds and limited partnerships are listed under the Industrial (General) category. These requirements are set out in Part III of the TSX Company Manual (the **Company Manual**).

The Listing Application is comprised of the following three principal components:

1. **Principal Listing Document** Applicants must file one of the following documents (a **Principal Listing Document**) with TSX:
 - a. Annual Information Form (using Form 51-102F2);
 - b. Prospectus (using Form 41-101F1);
 - c. Annual Report for U.S. Issuers (using Form 10K); or
 - d. Annual Report for Foreign Private Issuers (United States) (using Form 20-F).

Other documents and forms from other jurisdictions may also be acceptable to TSX insofar as they provide information that is similar to that of the forms mentioned above. The use of any other such form must be pre-cleared by TSX.

The Principal Listing Document filed in connection with the Listing Application should be for the most recently completed financial year. If the Principal Listing Document is a Prospectus, it must have been filed with the Canadian Securities Administrators within the last 12 months preceding the date at which the Applicant files its original listing application.

In an appendix to the Listing Application, Applicants must supplement the disclosure provided in the Principal Listing Document by attaching relevant subsequent continuous disclosure filings such as material change reports, business acquisition reports and press releases, and any other information required to ensure the disclosure provided to TSX is current.

Applicants who do not already have a Principal Listing Document available should provide material information on their business by completing and filing with TSX an Annual Information Form, using Form 51-102F2. In such instance, Applicants may present information as at the last day of their recently completed financial quarter or financial year and the Form 51-102F2 must specify the relevant date of the disclosure and include updated information in an appendix to the Listing Application, as required.

2. TSX Listing Application

The Listing Application should initially be submitted to TSX in draft form using the "Toronto Stock Exchange – Listing Application" attached to this Appendix A. Questions should not be omitted or left unanswered; nor should the sequence be altered. The executed listing application in final form should only be provided as part of the final listing materials.

3. Documents to be filed in support of the TSX Listing Application

Documents which must be filed in support of the listing application are enumerated in the "List of Documents to be Filed" (the **List of Documents**). Some documents must be filed concurrently with the draft Listing Application while others must be filed after the Applicant has been conditionally approved for listing but prior to listing on TSX, as provided in the List of Documents.

DOCUMENTS AND INFORMATION AVAILABLE ON TSX.COM

The following documents which may be helpful in preparing your listing application are available on tsx.com.

Document	Format	Link
TSX Listing Application (and Attachments)	Word	http://tsx.complinet.com/en/display/display_main.html?rbid=2072&element_id=561
Personal Information Form and Consent to Disclosure of Criminal Record Information Form	Word	http://tsx.complinet.com/en/display/display.html?rbid=2072&element_id=551
Statutory Declaration Form and Consent to Disclosure of Criminal Record Information Form	Word	http://tsx.complinet.com/en/display/display.html?rbid=2072&element_id=551
TSX Original Listing Requirements	HTLM	http://tsx.complinet.com/en/display/display.html?rbid=2072&element_id=9
TSX SecureFile Registration Form	Word	http://www.tsx.com/en/pdf/SecureFile_PrincipalContactRegistrationForm.doc http://www.tsx.com/en/pdf/SecureFile_KeyContactRegistrationForm.doc
TSX Listing Fee Schedule	PDF	http://www.tsx.com/en/pdf/TSXListingFeeSchedule.pdf

For more information on the completion of the listing application, the listing requirements, or the listing process, please call (416) 947-4533, or email listedissuers@tsx.com.

PRODUCTS AND SERVICES AVAILABLE TO LISTED ISSUERS

Once listed on TSX, issuers have access to a variety of products and services. A description of these products and services is available on tsx.com.

Product / Service	Link
TSX Connect ®	http://www.tsx.com/en/listings/products_services/tsx_connect/index.html
Thomson Reuters Services	http://www.tsx.com/en/listings/products_services/thomson_reuters/index.html
TSX SecureFile	http://www.tsx.com/en/listings/products_services/tsx_securefile/index.html
CNX Marketlink	http://www.tsx.com/en/listings/products_services/cnx_marketlink.html
TSX Enhanced Broker Summary	http://www.tsx.com/en/listings/products_services/enhanced_broker_summary.html
Historical Data Access	http://www.tsx.com/en/listings/products_services/historical_data_access.html
Listed Logo Program	http://www.tsx.com/en/listings/products_services/listed_logo_program/index.html
Site Services Program	http://www.tsx.com/en/listings/products_services/site_services_program.html
Events & Seminars	http://www.tsx.com/en/listings/products_services/events_toronto.html

For more information on TSX products and services, please call 1-888-788-2490 or e-mail issuersupport@tsx.com.

LIST OF DOCUMENTS TO BE FILED

The following documents must be filed concurrently with the Principal Listing Document and the TSX Listing Application in draft form.

Applicants that are listed on the TSX Venture Exchange may be exempted from filing certain documents as noted below. Please refer to the footnotes for complete details.

1. A Personal Information Form and Consent for Disclosure of Criminal Record Information Form (collectively, a **PIF**), to be completed by every individual who will, at the time of listing:
 - a. be an officer or director of the Applicant; or
 - b. beneficially own or control, directly or indirectly, securities carrying greater than 10 per cent of the voting rights attached to all outstanding voting securities of the Applicant.

Where an individual has submitted a PIF to TSX or to TSX Venture Exchange within the last 36 months and the information provided on such PIF has not changed, a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form may be completed and filed in lieu of a PIF.¹

Additional costs incurred to conduct searches on Individuals **residing outside of Canada, the United States of America, the United Kingdom and Australia** will be charged to and must be paid by the Applicant.

2. A cheque for the original listing application fee payable, as provided in the TSX Listing Fee Schedule.²
3. The following financial statements, as applicable, unless included in the Principal Listing Document or available on SEDAR:
 - a. Audited financial statements for the most recently completed financial year, signed by two directors of the Applicant on behalf of the Board;
 - b. Unaudited financial statements for the most recently completed financial quarter, signed by two directors of the Applicant on behalf of the Board;
 - c. If the Applicant has recently completed or proposes to complete a transaction such as a business acquisition or a significant disposition and such transaction would materially affect the financial position or operating results of the Applicant, pro forma financial statements that give effect to the transaction must be submitted.
4. **For Mining and Oil & Gas Applicants –**
 - a. Full and up-to-date reports on the significant properties of the Applicant, prepared in compliance with the National Instrument 43-101 (**NI 43-101**) for Mining Applicants and in compliance with National Instrument 51-101 (**NI 51-101**) for Oil & Gas Applicants. Reports prepared in conformity with other reporting systems deemed by TSX to be substantially equivalent to NI 43-101 and NI 51-101 will normally be acceptable also. Written consent from the author must be provided for the use of the reports in support of the Listing Application.
 - b. A certificate from the author of the reports confirming that he/she: i) has reviewed the disclosures in the Principal Listing Document regarding the properties covered by such reports; and ii) considers the disclosure to be accurate to the best of his/her knowledge.

¹ In the context of the listing of a special purpose issuer, where an individual has submitted a PIF to TSX within the last 12 months and the information provided on such PIF has not changed, such individual will be exempted from providing a PIF or a Statutory Declaration Form and a Consent for Disclosure of Criminal Record Information Form, as applicable.

² The original listing application fee is waived for Applicants listed on TSX Venture Exchange.

- c. Projected sources and uses of funds statement for a period of 18 months, including related assumptions, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer, unless the Applicant is applying for listing pursuant to Section 314.1 or 319.1 (Requirements for Eligibility for Listing Exempt from Section 501).
5. **Technology Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 12 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
6. **Research and Development Applicants** – Projected sources and uses of funds statement, including related assumptions, for a period of 24 months, presented on a quarterly basis, prepared by management and signed by the Chief Financial Officer.
7. Certified copies of all charter documents, including Articles of Incorporation, Letters Patent, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, partnership agreements, trust indentures, declarations of trust or equivalent documents.¹ **Applicants incorporated outside of Canada** may be required to provide a reconciliation of the corporate laws in their home jurisdiction to those of the *Canada Business Corporations Act*.
8. **Applicants with Restricted Voting Securities** – One copy of the take-over protection agreement (or coattail trust agreement) which meets, or will be amended to meet, the requirements of Section 624 (l) of the Company Manual.¹
9. One copy of every security-based compensation arrangement and any other similar agreement (a **Plan**) under which securities may be issued, together with a sample option agreement used for option grants if there is a Plan in place or all individual option agreements if the Applicant has no Plan. If securityholder approval was required for the Plan, include a copy of the approval.¹
10. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement.¹
11. Reports evidencing the number of freely tradeable securities and the number of securityholders in the form set out in Attachments 1 and 2 of the Listing Application for each class of securities to be listed including warrants and convertible debentures.
12. Sponsorship letter in draft form from TSX participating organization in compliance with the requirements set out in Section 326 of the Company Manual, unless exempted by TSX.²
13. Information required to update the Principal Listing Document, including continuous disclosure filings such as material change reports, business acquisition reports, press releases and any other information required to make the listing application current. In addition, such appendix should include an updated chart of the trading history of the securities of the Applicant up to the end of the month preceding the application to list on TSX, if applicable.

¹ If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide it to TSX.

² Applicants currently listed on TSX Venture Exchange should contact TSX to discuss providing a sponsorship letter. Generally, TSX Venture Exchange Applicants are not required to submit a sponsorship letter if they have: i) provided a sponsorship letter as a result of a major transaction pursuant to TSX Venture Exchange policy within the last 18 months; ii) cleared a prospectus in the past 12 months; iii) traded on the TSX Venture Exchange for a minimum period of 24 months, meet the original listing requirements detailed in Part III of the Company Manual and are in good standing with all TSX Venture Exchange regulatory requirements; or iv) completed an eligibility review as outlined in Sec. 305 of the Company Manual and the TSX has determined that the issuer meets the listing requirements and no sponsorship letter is required.

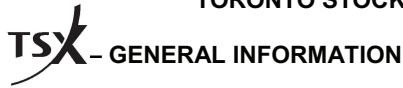
The following documents must be filed after the Applicant has been conditionally approved for listing on TSX, together with any additional documentation specified in the conditional approval letter.

1. TSX Listing Application duly completed in final form. The certificate and declaration accompanying the Listing Application must be signed by; i) the Chief Executive Officer (or President); and ii) the Corporate Secretary or the Chief Financial Officer of the Applicant, or, if not available, by another duly authorized senior officer of the Applicant. Declarations must be made before a Notary Public. If the declarations are made outside of Canada, appropriate adjustments should be made.
2. A letter from the trust company which acts as transfer agent and registrar in the City of Toronto stating that it has been duly appointed as transfer agent and registrar for the Applicant and is in a position to make transfers and make prompt delivery of security certificates. The letter must state what fee, if any, is charged for transfers.¹
3. Security certificates – One of the following, for each class of securities to be listed¹:
 - a. For applicants using engraved security certificates – A definitive specimen certificate which meets the requirements set out in Appendix D of the Company Manual, printed by a bank note company approved by the TSX.
 - b. For applicants using the book entry only system administered by CDS Clearing and Depository Services Inc. (CDS) – A copy of the global certificate.
 - c. For applicants using a generic certificate – A definitive specimen of the generic certificate and a letter from the issuing transfer agent confirming that the generic certificate is in compliance with all Securities Transfer Association of Canada requirements.
4. CUSIP confirmation – One of the following, for each class of securities to be listed¹:
 - a. For applicants incorporated in Canada – An unqualified letter from the CDS confirming the CUSIP number assigned to each class of securities to be listed on TSX.
 - b. For applicants incorporated outside of Canada – An unqualified letter from the entity which has the jurisdiction to assign CUSIPs confirming the CUSIP number assigned to each class of securities to be listed and a confirmation from CDS that the securities to be listed on TSX are eligible for clearing and settlement through CDS;
5. A letter from legal counsel setting out, in effect, that legal counsel has examined, or is familiar with, the records of the Applicant and is of the opinion that:
 - a. it is a valid and subsisting company (or other legal entity, as applicable);
 - b. all of the securities, which have been allotted and issued as set out in the listing application, have been legally created; and
 - c. all of the securities, which have been allotted and issued as set out in the listing application, are or will be validly issued as fully paid and non-assessable.
6. A copy of every material contract referred to in the listing application, if not already provided pursuant to a different requirement in this list and if not available in current form on SEDAR.¹
7. Duly completed registration form for TSX SecureFile which is available on tsx.com.

TSX reserves the right to require any additional document or information as it deems appropriate in order to assess the Applicant's eligibility to list on TSX.

¹ If the Applicant has previously submitted these documents to TSX Venture Exchange in a form acceptable to TSX, then the Applicant may provide a consent and direction to TSX Venture Exchange to provide them to TSX.

TORONTO STOCK EXCHANGE - LISTING APPLICATION



A. Listing Category

Indicate the category pursuant to which the listing is sought.

- | | | | |
|--|--|--|---|
| <i>Industrial</i> | <i>Industrial</i> | <i>Mining</i> | <i>Oil & Gas</i> |
| <input type="checkbox"/> Profitable (309 a) | <input type="checkbox"/> Structured Products | <input type="checkbox"/> Producing (314 a) | <input type="checkbox"/> Non exempt (319) |
| <input type="checkbox"/> Forecasting Profitability (309 b) | <input type="checkbox"/> ETFs | <input type="checkbox"/> Exploration & Development (314 b) | <input type="checkbox"/> Exempt (319.1) |
| <input type="checkbox"/> Profitable Exempt (319.1) | <input type="checkbox"/> Other | <input type="checkbox"/> Producing Exempt (314.1) | |
| <input type="checkbox"/> Technology (309 c) | | | |
| <input type="checkbox"/> Research & Development (309 d) | | | |

B. Contact Information

LEGAL NAME OF APPLICANT _____

ADDRESS _____

TELEPHONE _____ FACSIMILE _____

EMAIL _____ WEBSITE _____

C. Investor Relations Contacts

Provide information for all principal contact(s) for investor relations purposes

1.

NAME _____	TITLE _____
PHONE _____	EMAIL _____

2.

NAME _____	TITLE _____
PHONE _____	EMAIL _____

PART II – SECURITY-RELATED INFORMATION

A. Securities to be listed

Security Class	CUSIP	Total number authorized	A	B	A + B
			Total number issued	Total authorized to be issued for a specific purpose ¹	Total to be listed

Appendix A – Original Listing Application (as at June 16, 2008)

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¹ The number of securities authorized to be issued for a specific purpose should correspond to the number of securities reserved for issuance provided in section B of Part II of this Listing Application.

B. Securities authorized for issuance for a specific purpose¹

Security or Instrument Name	# of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (dd/mm/yy)
TOTAL²			

PART III – OTHER INFORMATION

1. If the Applicant has previously been denied its application to have its securities listed on any market, please provide all relevant information, including the name of the market, the date and reasons why application was denied or unsuccessful.

PART IV – ADDITIONAL INFORMATION FOR APPLICANTS INCORPORATED OUTSIDE OF CANADA

1. Name the jurisdictions in which the Applicant is a reporting issuer (or equivalent status).
2. Date of most recent annual meeting and date and type of most recent financial report to securityholders.
3. Describe any restrictions on the free tradeability of the securities to be listed. In the absence of restrictions, confirm that the securities will be freely tradeable in Canada.

¹ For example, include the number of securities which can be issued pursuant to outstanding warrants, convertible debentures, stock options plans, share purchase plans and conversion rights.

² The total number of securities reserved for issuance should correspond to the total number of securities authorized to be issued for a specific purpose provided in Section A of Part II of this Listing Application.

PART V– CERTIFICATE AND DECLARATION OF THE APPLICANT

After having received approval from its Board of Directors,

LEGAL NAME OF APPLICANT

applies to list the securities designated in this application on the Toronto Stock Exchange.

AUTHORIZATION AND CONSENT: THE APPLICANT HEREBY AUTHORIZES AND CONSENTS TO THE COLLECTION BY ANY OF TORONTO STOCK EXCHANGE, A DIVISION OF TSX INC., TSX VENTURE EXCHANGE INC. AND THEIR SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS OF ANY INFORMATION WHATSOEVER (WHICH MAY INCLUDE PERSONAL, CREDIT, OR OTHER INFORMATION) FROM ANY SOURCE, INCLUDING WITHOUT LIMITATION FROM AN INVESTIGATIVE AGENCY OR A RETAIL CREDIT AGENCY, AS PERMITTED BY LAW IN ANY JURISDICTION IN CANADA OR ELSEWHERE. THE APPLICANT ACKNOWLEDGES AND AGREES THAT SUCH INFORMATION MAY BE SHARED WITH AND RETAINED BY TORONTO STOCK EXCHANGE, A DIVISION OF TSX INC., TSX VENTURE EXCHANGE INC. AND THEIR SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS INDEFINITELY.

The two officers signing below solemnly declare that as of the date hereof they each: i) have been duly authorized by the Board of Directors (or similar body) of the Applicant to sign this certificate and declaration; ii) certify that all of the information in this Listing Application, any attachments, documents incorporated by reference and any other documentation filed in connection therewith, including documents obtained from SEDAR or from TSX Venture Exchange on consent and direction, is true and correct to the best of their knowledge, information and belief; and iii) make this solemn declaration conscientiously believing it to be true and knowing it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DATE POSITION WITH APPLICANT

SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

Declared before me in _____ on _____
CITY, PROVINCE, COUNTRY (as applicable) DATE

A Commissioner, Notary Public, etc. _____

Notary's Seal



DATE POSITION WITH APPLICANT

SIGNATURE OF AUTHORIZED OFFICER PRINT NAME

Declared before me in _____ on _____
CITY, PROVINCE, COUNTRY (as applicable) DATE

A Commissioner, Notary Public, etc. _____

Notary's Seal



ATTACHMENT 1 – Statement from transfer agent relating to number of securityholders

We hereby confirm that that there are, as of [insert date], [insert #] holders of at least one board lot of [insert security name] of [insert Applicant name].

This statement is certified by:

Name of Authorized Individual

Position with Transfer Agent

Transfer Agent (company name)

Signature

Date

Instructions

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX and should be certified by the transfer agent.

A “board lot” means 100 securities having a market value of \$1.00 per security or greater; 500 securities having a market value of less than \$1.00 and not less than \$0.10 per security; or 1,000 securities having a market value of less than \$0.10 per security.

ATTACHMENT 2 – Statement evidencing the number of freely tradeable securities

Applicant Name: _____

Security Class: _____

	<u># of Securities</u>	<u>% of O/S Securities</u>
Number of securities issued and outstanding (A):		

Section 1.	Securities held by officers, directors of the Applicant and significant securityholder(s) ¹ :		
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	Total – Section 1 (B)		

Section 2.	Securities not freely tradeable in Canada:		
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	Total – Section 2 (C)		

Number of Freely Tradeable and Publicly-held Securities (A-B-C)

The above report is certified to be true and correct as at: _____ Date

This statement is certified by: _____

Name of Officer of Applicant Position

Signature

Instructions:

This attachment to the Listing Application should be completed for each class of securities to be listed on TSX.

In Section 1 – Disclose the identity of each party who is the significant securityholder¹ with their respective security holdings and the percentage it represents relative to the total number of outstanding securities of that class. Securities held by officers and directors may be aggregated as a group, unless such individual also is a significant securityholder.

In Section 2 – Disclose the agreement or circumstances under which the resale of the securities came to be restricted (e.g. escrow agreement, pooling agreement, private placement, etc.). Include number of securities subject to such restriction under each such circumstance and the percentage it represents relative to the total number of outstanding securities of that class.

¹ A significant securityholder is an entity or individual who beneficially own or control, directly or indirectly, securities carrying greater than 10 per cent of the voting rights attached to all outstanding voting securities of the Applicant.

ATTACHMENT 3 – Consent and direction form for TSX Venture Exchange to provide documents to Toronto Stock Exchange

We hereby direct TSX Venture Exchange to provide to Toronto Stock Exchange the following documents, in connection with and for the purposes of the Applicant’s listing on Toronto Stock Exchange:

- Certified copies of all charter and equivalent documents
Date filed (mm/yyyy): _____
- Copy of take-over protection agreement (or coattail trust agreement)
Date filed (mm/yyyy): _____
- Copy of every security-based compensation arrangement
Arrangement Name: _____ Date filed (mm/yyyy): _____
Arrangement Name: _____ Date filed (mm/yyyy): _____
- Copy of every agreement under which securities are escrowed or under a similar arrangement
Agreement Name: _____ Date filed (mm/yyyy): _____
Agreement Name: _____ Date filed (mm/yyyy): _____
- Securities certificate for each class of securities to be listed
Date filed (mm/yyyy): _____
- CUSIP confirmation issued by CDS or other relevant organisation
Security Name: _____ Date filed (mm/yyyy): _____
Security Name: _____ Date filed (mm/yyyy): _____

We consent to the disclosure and delivery by TSX Venture Exchange of any or all of the above documents to Toronto Stock Exchange and acknowledge that these documents form part of the Applicant’s Listing Application to Toronto Stock Exchange and are subject to Part V– Certificate and Declaration of the Applicant therein.

This consent and direction is authorized by:

Name of Authorized Individual

Position with Applicant

Signature

Date

Instructions:

This attachment to the Listing Application may be completed by Applicants which are currently listed on TSX Venture Exchange and where such document has been submitted to TSX Venture Exchange in a form that would be acceptable to TSX. Indicate the date (mm/yyyy) when the most recent version of the document has been filed with TSX Venture Exchange.

If documents provided to TSX Venture Exchange are not current, it is the Applicant’s responsibility to ensure it provides TSX with all current and updated information and documentation in accordance with the requirements of the Listing Application.

Toronto Stock Exchange Listing Agreement

In consideration of the listing on Toronto Stock Exchange, a division of TSX Inc. (hereinafter called the Exchange) of securities of the undersigned (hereinafter called the Applicant), the Applicant agrees with the Exchange as follows:

- 1. The Applicant will comply with all Exchange requirements applicable to listed issuers, including Exchange rules, policies, rulings and procedural requirements and any additions or amendments which may be made thereto from time to time which rules, policies, ruling and procedural requirements may be in addition to in lieu of the provisions of this agreement.
2. Without limiting the generality of paragraph 1 hereof, the Applicant shall:
a. not issue any securities (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
b. not undergo a material change in its business or affairs without the prior consent of the Exchange, unless the Applicant is exempted from this requirement by the Exchange;
c. maintain transfer and registration facilities in the City of Toronto where all listed securities shall be directly transferable and registerable, and no fee shall be charged for the transfer and registration of such securities (other than government stock transfer taxed) after the Exchange has exempted the Applicant from the requirements referred to in clause b) hereof;
d. notify the Exchange at least seven trading days in advance of each dividend record date;
e. forthwith file with the Exchange four copies of all financial statements (unless filed publicly through SEDAR) required to be published or filed for inspection by law, including the Applicants law of incorporation or applicable securities legislation, or by the Exchange;
f. file with the Exchange one copy of all notices, reports or other written correspondence sent by the Applicant to its holders of listed securities concurrently with the sending of such correspondence to the securityholders;
g. notify the Exchange on a monthly basis of any changes to the number of issued securities of any listed class (nil reports being required on a quarterly basis) using TSX SecureFile;
h. not change the provisions attaching to any warrants, convertible debentures, rights or other securities outstanding from time to time (other than debt securities which are not convertible into equity securities) without the prior consent of the Exchange;
i. pay, when due, any applicable fees or charges established by the Exchange from time to time; and
j. furnish to the Exchange, at any time upon demand, such information or documentation concerning the Applicant as the Exchange may reasonably require or request.
3. The Exchange shall have the right, at any time, to halt or suspend trading in any listed securities of the Applicant with or without notice and with or without giving any reason for such action, or to delist such securities, provided that the Exchange shall not delist securities of the Applicant without providing the Applicant with an opportunity to be heard.

DATE POSITION WITH APPLICANT
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME
DATE POSITION WITH APPLICANT
SIGNATURE OF AUTHORIZED OFFICER PRINT NAME