

13.2.3 TSX – Housekeeping Amendments to the TSX Company Manual – Notice of Housekeeping Rule Amendments

TORONTO STOCK EXCHANGE

NOTICE OF HOUSEKEEPING RULE AMENDMENTS

HOUSEKEEPING AMENDMENTS TO THE TSX COMPANY MANUAL

Introduction

In accordance with the Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 (the “**Protocol**”), Toronto Stock Exchange (“**TSX**”) has adopted, and the Ontario Securities Commission has approved, amendments (the “**Amendments**”) to Part III and Part VI of the TSX Company Manual (the “**Manual**”) as well as to Exhibit 1 of Reporting Form 3 – Change in Officers / Directors / Trustees (“**Form 3**”), Reporting Form 4 – Personal Information Form (“**PIF**”), Reporting Form 4B – Declaration (“**Declaration**”), and Reporting Form 12 – Notice of Intention To Make A Normal Course Issuer Bid (“**Form 12**”). The Amendments are Housekeeping Rules under the Protocol and therefore have not been published for comment. The Ontario Securities Commission has not disagreed with the categorization of the Amendments as Housekeeping Rules.

Reasons for the Amendments

The Amendments relate to non-public interest changes to (i) fix typographical errors or clarify provisions in Part III, Part VI and Form 12, and (ii) update and/or clarify language in Exhibit 1 of Form 3, the PIF and the Declaration.

Section / Document	Amendment	Rationale
Section 331 of the Manual	Delete references to Sections 637.4 – 637.11 and replace with reference to Section 612.	Sections 637.4 – 637.11 have been deleted from the Manual.
Section 346 of the Manual	Amend section to clarify that it is the listed issuer who must communicate TSX’s conditional acceptance of a listing application to the securities commission.	Align Section 346 with applicable securities laws.
Section 607(i) of the Manual	Amend section to include footnote stating that the requirement for a minimum exercise price for warrants is applicable to any transaction where unlisted warrants are issuable.	Clarify that the requirements pertaining to the exercise price of warrants in the Manual continue to apply to all unlisted warrants regardless of the transaction type and not just to private placements, as may be inferred from its current location in the Manual.
Section 614 of the Manual	Amend section to clarify that (i) other than initial references in Section 614(c)(i), all references to the term “Rights Offering Documents” in Section 614 pertain to the final version of the applicable Rights Offering Document, and (ii) it is the listed issuer who must communicate TSX’s acceptance of a rights offering to the securities commission if such right offering is conducted by way of a prospectus.	Clarify that it is the final Rights Offering Documents that are pertinent in Section 614 and align the Manual with applicable securities laws to require the listed issuer to notify the securities commissions of TSX’s acceptance of a rights offering where such right offering is conducted by way of a prospectus.
Form 12	Delete reference to Section 629.1.	Section 629.1 has been deleted from the Manual.
Exhibit 1 of Form 3	Update the language in Exhibit 1 of Form 3, and clarify that electronic communication may not be secure.	Language is updated as a result of technological changes at TSX.
PIF	Update the language in Exhibit 2 of the PIF, clarify that electronic communication may not be secure, and clarify that only past and present residents of Canada need to complete Exhibit 1 of the PIF.	Language is updated as a result of technological changes at TSX and clarification of when Exhibit 1 must be completed.

Section / Document	Amendment	Rationale
Declaration	Update the language in Exhibit 2 of the Declaration, clarify that electronic communication may not be secure, and clarify that only past and present residents of Canada need to complete Exhibit 1 of the Declaration.	Language is updated as a result of technological changes at TSX and clarification of when Exhibit 1 must be completed.

Text of the Amendments

For the text of the Amendments, please see the TSX website at http://tmx.complinet.com/en/display/display.html?rbid=2072&element_id=1073.

Timing and Transition

The Amendments become effective on December 22, 2016. However, TSX will continue to accept PIFs, Declarations and Form 3s in the previous form until March 31, 2017, provided all of the required information, identification and notarization is provided. After March 31, 2017, the new PIF, Declaration and Form 3 will be required.