The Ontario Securities Commission

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The Ontario Securities Commission administers the
Securities Act of Ontario (R.S.O. 1990, c. S.5) and the
Commodity Futures Act of Ontario (R.S.O. 1990, c. C.20)

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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 OSC Staff Notice 91-704 – Compliance Review Plan for OSC Rule 91-507 Trade Repositories and Derivatives Data Reporting

ONTARIO SECURITIES COMMISSION STAFF NOTICE 91-704

COMPLIANCE REVIEW PLAN FOR OSC RULE 91-507
TRADE REPOSITORIES AND DERIVATIVES DATA REPORTING

1. Introduction

This Notice describes how the OSC intends to review compliance with reporting requirements of OSC Rule 91-507 *Trade Repositories and Derivatives Data Reporting* (the **TR Rule**) in fiscal 2015/2016.

The purpose of the TR Rule is to improve transparency in the derivatives market. Derivatives data is essential for effective regulatory oversight of the derivatives market, including the ability to identify and address systemic risk and the risk of market abuse.

2. Focus of Compliance Reviews

Initial reviews will focus on derivatives dealers that are most active in the market and their compliance with requirements in Part 3 – *Data Reporting* of the TR Rule.

3. Purpose of Compliance Reviews

The purpose of the compliance review is to:

- reinforce the importance of derivatives data reporting;
- assist derivatives dealers in better understanding their reporting obligations and the OSC's expectations;
- assess levels of compliance with the reporting requirements of the TR Rule; and
- identify obstacles to compliance with reporting requirements.

4. Approach to Compliance Reviews

A joint team from the OSC's Derivatives Branch and Compliance and Registrant Regulation Branch will carry out these reviews. Where appropriate, these reviews will be coordinated and/or carried out with other regulators that have oversight of the market participants subject to the reviews.

Initial compliance reviews will generally include the following steps:

- staff will contact derivatives dealers in advance of an initial compliance review to provide notice of and explain the review process;
- staff will request books and records including policies and procedures, in so far as they directly relate to the derivatives dealer's trade reporting obligations;
- staff may attend the derivatives dealer's premises to review internal processes and compare internal trade records to the corresponding derivatives data that is reported to trade repositories by or on behalf of the derivatives dealer; and
- staff will interview senior management and key employees throughout the review process in relation to the derivatives dealer's trade reporting obligations.

5. Content of Compliance Review

Staff will review the market participant's systems and documentation related to derivatives data reporting obligations to verify that:

- transactions involving derivatives as identified in the OSC Rule 91-506 *Derivatives: Product Determination* (the **Scope Rule**) entered into from October 31, 2014 onwards have been reported;
- reporting is completed within the required timeframes;
- reporting counterparties are determined in accordance with the TR Rule requirements;
- reported data is accurate and complete;
- life cycle and valuation data is reported and updated in accordance with required timeframes; and
- a Legal Entity Identifier for each transaction counterparty is reported in accordance with regulatory expectations.

6. Outcomes of the Reviews

OSC staff will provide each derivatives dealer that is subject to a compliance review with a written report so that the derivatives dealer can resolve any issues identified by the review. The OSC will publish anonymized key findings and trends of these compliance reviews once a sufficient number of reviews have been completed and their results analyzed.

7. Background

On November 14, 2013, the OSC published the TR Rule and Scope Rule. The TR Rule and Scope Rule became effective on December 31, 2013. Amendments to the TR Rule became effective on July 2, 2014, September 9, 2014, February 12, 2015 and April 7, 2015, respectively. An unofficial consolidation of the TR Rule is available at Consolidated Rule.

Reporting obligations under the TR Rule have been in effect for certain market participants including derivatives dealers and clearing agencies since October 31, 2014.

If you have any questions regarding this Notice, please direct them to:

Aaron Unterman
Derivatives Branch
derivatives@osc.gov.on.ca

June 29, 2015

1.2 Notices of Hearing

1.2.1 Pro-Financial Asset Management Inc. et al. – ss. 127(1), 127.1

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN FARRELL

NOTICE OF HEARING
(Sections 127(1) and 127.1)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 127(1) and 127.1 of the *Securities Act*, R.S.O., 1990 c. S.5, as amended (the "Act") at the offices of the Commission located at 20 Queen Street West, 17th Floor, on Friday, June 26, 2015 at 10:00 a.m., or as soon thereafter as the hearing can be held;

AND TAKE NOTICE that the purpose of the hearing is to consider whether it is in the public interest for the Commission to approve the settlement agreement between Staff of the Commission and John Farrell (the "Respondent") pursuant to sections 127 and 127.1 of the Act, and make such other order as the Commission may consider appropriate;

BY REASON OF the allegations set out in the Statement of Allegations dated December 8, 2014 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that the Respondent may be represented by counsel at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the time and place listed above, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plut tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 24th day of June, 2015

"Josée Turcotte"
Secretary to the Commission

1.4 Notices from the Office of the Secretary

1.4.1 Eda Marie Agueci et al.

FOR IMMEDIATE RELEASE
June 24, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
EDA MARIE AGUECI, DENNIS WING, SANTO IACONO, JOSEPHINE RAPONI, KIMBERLEY STEPHANY, HENRY FIORILLO, GIUSEPPE (JOSEPH) FIORINI, JOHN SERPA, IAN TELFER, JACOB GORNITZKI and POLLEN SERVICES LIMITED

TORONTO – The Commission issued its Reasons and Decision on Sanctions and Costs and an Order in the above noted matter.

A copy of the Reasons and Decision on Sanctions and Costs and the Order dated June 24, 2015 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.2 David M. O'Brien

FOR IMMEDIATE RELEASE
June 24, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
DAVID M. O'BRIEN

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND DAVID M. O'BRIEN

TORONTO – The Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and David M. O'Brien.

A copy of the Order dated June 23, 2015 and Settlement Agreement dated June 19, 2015 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.3 Pro-Financial Asset Management Inc. et al.

FOR IMMEDIATE RELEASE
June 24, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN FARRELL

TORONTO – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Ontario Securities Commission and John Farrell in the above named matter.

The hearing will be held on June 26, 2015 at 10:00 a.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated June 24, 2015 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.4 2241153 Ontario Inc. et al.

FOR IMMEDIATE RELEASE
June 24, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5 AS AMENDED

AND

IN THE MATTER OF
2241153 ONTARIO INC., SETENTERPRICE,
SARBJEET SINGH, DIPAK BANIK,
STOYANKA GUERENSKA, SOPHIA NIKOLOV
and EVGUENI TODOROV

TORONTO – The Commission issued an Order in the above named matter which provides that:

1. this matter is adjourned to a hearing sche-duled for September 1, 2015 at 9:30 a.m. or to such other date as may be agreed to by the parties and fixed by the Office of the Secretary;

2. that by the close of business on August 21, 2015, the Respondents will provide Staff with their witness lists and summaries and indicate any intent to call an expert witness, including the name of the expert witness and the issue on which the expert will be giving evidence; and

3. upon failure of any Respondent to provide Staff with the above-noted documents or failure to attend at the hearing scheduled for September 1, 2015 at 9:30 a.m., the hearing will proceed in the absence of that party and such party will not be entitled to any further notice of the proceedings.

A copy of the Order dated June 24, 2015 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.5 Pro-Financial Asset Management Inc. et al.

FOR IMMEDIATE RELEASE
June 24, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART McKINNON and JOHN FARRELL

TORONTO – The Commission issued an Order in the above named matter which provides that:

1. the Second Appearance in this matter shall be held on September 15, 2015 at 10:00 a.m.;

2. Staff shall make disclosure, no later than five days before the date of the Second Appearance, of their witness list and summaries and indicate any intention to call an expert witness, in which event they shall provide the name of the expert and state the issue or issues on which the expert will be giving evidence; and

3. Any requests by any of the Respondents for disclosure of additional documents shall be set out in a Notice of Motion which shall be filed no later than 10 days before the date of the Second Appearance.

A copy of the Order dated June 17, 2015 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.6 IAC – Independent Academies Canada Inc. et al.

FOR IMMEDIATE RELEASE
June 29, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
IAC – INDEPENDENT ACADEMIES CANADA INC.,
MICRON SYSTEMS INC.,
THEODORE ROBERT EVERETT
and ROBERT H. DUKE

TORONTO – The Commission issued its Reasons and Decision and an Order pursuant to Subsections 127(1) and 127(10) of the *Securities Act* in the above noted matter.

A copy of the Reasons and Decision and the Order dated June 26, 2015 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.7 Pro-Financial Asset Management Inc. et al.

FOR IMMEDIATE RELEASE
June 26, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL

TORONTO – Take notice that the motion hearing in the above named matter scheduled to be heard on June 30, 2015 at 10:00 a.m. will be heard on June 30, 2015 at 9:30 a.m.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.8 Shoreline Energy Corp.

FOR IMMEDIATE RELEASE
June 29, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
SHORELINE ENERGY CORP.

TORONTO – The Commission issued an Order in the above named matter which provides that:

1. The hearing date scheduled for June 29, 2015 be vacated; and

2. The TCTO continue in effect until July 3, 2015.

A copy of the Order dated June 29, 2015 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.9 Pro-Financial Asset Management Inc. et al.

FOR IMMEDIATE RELEASE
June 29, 2015

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN FARRELL

TORONTO – The Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and John Farrell.

A copy of the Order dated June 26, 2015 and Settlement Agreement dated June 24, 2015 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
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1-877-785-1555 (Toll Free)

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Cangold Limited

Headnote

Subsection 1(10) of the Securities Act – Application by a reporting issuer for an order that it is not a reporting issuer. The Applicant is in default of its obligation to file and deliver its interim financial statements and its management discussion and analysis in respect of such statements for the 9 months ended March 31, 2015, as required under National Instrument 51-102 – Continuous Disclosure Obligation and the related certificates as required under National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

June 24, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(the Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CANGOLD LIMITED
(THE FILER)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions ("**Decision Maker**") has received an application from the Filer under the securities legislation of the Jurisdictions (the "**Legislation**") for an order that the Filer has ceased to be a reporting issuer in the Jurisdictions (the "**Requested Relief**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

(a) the Ontario Securities Commission is the principal regulator for this application, and

(b) the decision is the decision of the principal regulator and evidences the decision of the other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definition*s and Multilateral Instrument 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer was incorporated on December 20, 1983, under the previous *Company Act* (British Columbia) and currently exists under and is governed by the *Business Corporations Act* (British Columbia) and is a reporting issuer in the provinces of Alberta, and Ontario. The Filer's head office is located at Suite 800, 333 Seymour Street, Vancouver, British Columbia V6B 5A6.

2. Effective May 27, 2015, Great Panther Silver Limited ("**Great Panther**"), a company incorporated under the laws of British Columbia, acquired all of the issued and outstanding common shares in the capital of the Filer (the "**Cangold Shares**") by way of a statutory plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**Arrangement**").

3. As a result of the Arrangement, the Filer is now a wholly owned subsidiary of Great Panther and the Filer's share capital consists entirely of common shares, which are solely held by Great Panther. Besides the common shares, the Filer has no other outstanding securities, including debt securities.

4. The British Columbia Securities Commission granted the Filer non-reporting issuer status in British Columbia effective June 15, 2015 pursuant to British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.

5. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide.

6. Following completion of the Arrangement, the Cangold Shares were delisted from the TSX Venture Exchange on May 27, 2015, as such no

securities of the Filer including any debt securities are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 – *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.

7. The Filer has no intention to seek public financing by way of an offering of securities.

8. The Filer is applying for a decision that it is not a reporting issuer in all of the Jurisdictions.

9. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, other than an obligation (arising after the Arrangement) to file on or before June 1, 2015 its interim financial statements and its management discussion and analysis in respect of such statements for the nine months ended March 31, 2015, as required under National Instrument 51-102 – *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the "**Filings**").

10. The Filer was not eligible to use the simplified procedure under CSA Staff Notice 12-307 – *Applications for a Decision that an Issuer is not a Reporting Issuer* as it is in default for failure to file the Filings.

11. The Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the granting of the Requested Relief.

12. The Filer is not a reporting issuer or the equivalent in any jurisdiction in Canada, other than the Jurisdictions.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted.

"Christopher Portner"
Commissioner
Ontario Securities Commission

"William Furlong"
Commissioner
Ontario Securities Commission

2.1.2 RP Investment Advisors et al.

[Editor's note: This order was inadvertently not published in the Bulletin at the time of issuance by the Director in November 2014. It should be cited as Re RP Investment Advisors et al. (2014), 38 OSCB 5943.]

Headnote

Under paragraph 4.1(1)(a) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations a registered firm must not permit an individual to act as a dealing, advising or associate advising representative of the registered firm if the individual acts as an officer, partner or director of another registered firm that is not an affiliate of the first-mentioned firm. The Filers require relief in order to permit a registered representative of one registered firm to also act as a director of another unaffiliated registered firm. The individual had a prior longstanding relationship with the unaffiliated firm as a member of its independent review committee. The individual will have sufficient time to adequately serve both firms. Conflicts of interest are mitigated by the firms having generally different client bases and products; neither firm managing, advising on or distributing any units of the funds of the other firm; the individual not being involved in or privy to any investment decision-making or investment strategy for, or involved in day-to-day operations of, the unaffiliated firm; the individual having no client contact at the unaffiliated firm; and the individual not acting as a "typical salesperson" although being registered as a dealing representative. The firms have policies in place to handle potential conflicts of interest. Disclosure of this relationship will be made in certain documentation provided to clients of each firm. The Filers are exempted from the prohibition.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System, s. 4.7.
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 4.1, 13.4, 15.1.

November 4, 2014

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
RP INVESTMENT ADVISORS
(RPIA)

AND

IN THE MATTER OF
FIDELITY INVESTMENTS CANADA ULC (Fidelity) AND ANDREW MCKINNON PRINGLE

DECISION

Background

The principal regulator in the Jurisdiction has received an application from RPIA and Fidelity (together, the **Filers**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for relief from the restriction under paragraph 4.1(1)(a) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**), pursuant to section 15.1 of NI 31-103, to permit Andrew McKinnon Pringle (the **Representative**) to be registered as a dealing representative of RPIA and to act as a director of Fidelity (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for this application,

(b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon by the Filers in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec and Nova Scotia (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

The decision is based on the following facts represented by the Filers:

1. RPIA is a general partnership formed under the laws of Ontario with its head office in Toronto, Ontario.

2. RPIA is registered as an investment fund manager, portfolio manager, exempt market dealer and commodity trading manager in Ontario, as an investment fund manager, portfolio manager and exempt market dealer in Quebec and as an exempt market dealer in British Columbia, Alberta, Saskatchewan, Manitoba and Nova Scotia.

3. RPIA is an alternative fixed income asset manager specializing in active investment grade credit funds and interest rate management. RPIA provides investment management services and investment products to non-retail clients including high net worth investors, family offices and institutional clients. RPIA acts as fund manager and portfolio manager to four investment strategies offered to investors pursuant to exemptions from the prospectus requirements under Canadian securities legislation (the "**RP Funds**"). Pursuant to its exempt market dealer registration, RPIA also markets and distributes units of the RP Funds to high net worth investors, family offices and institutional clients. RPIA does not manage, advise, or distribute any units of, the Fidelity Funds (as defined below).

4. Fidelity is a corporation continued under the laws of Alberta as an unlimited liability company with its head office in Toronto, Ontario.

5. Fidelity is registered as an investment fund manager, portfolio manager, mutual fund dealer and commodity trading manager in Ontario, as an investment fund manager, portfolio manager and mutual fund dealer in Quebec and Newfoundland and Labrador, and as a portfolio manager and mutual fund dealer in the remaining provinces and territories of Canada.

6. Fidelity is the fund manager for a wide variety of mutual funds offered under a simplified prospectus and pooled funds (collectively, the "**Fidelity Funds**"). Fidelity acts as portfolio manager for a number of the Fidelity Funds in addition to providing discretionary portfolio management services for other institutional clients. Fidelity does not manage, advise, or distribute any units of, the RP Funds.

7. The Filers are not affiliates.

8. The Representative was a member of the Independent Review Committee of Fidelity (the "**Fidelity IRC**") for approximately 7 years until February 2014. This outside business activity was appropriately disclosed to the applicable regulators on the National Registration Database. The Representative has not acted as a director, officer, or employee of Fidelity prior to the date of this decision.

9. The Representative is currently registered as a dealing representative of RPIA in all Jurisdictions. The Representative is also approved as a partner and shareholder of RPIA in all Jurisdictions.

10. It is proposed that the Representative be appointed as a director of Fidelity. In such capacity, the Representative will be involved in both the fund governance and oversight of the business of Fidelity as manager and/or trustee of funds, pools and other products offered by Fidelity for both its retail mutual fund business and its institutional business. For clarity, the Representative will not be involved in day-to-day operations of Fidelity or the Fidelity Funds as such activities will continue to be the responsibility of the executive management and employees of Fidelity.

11. In addition to the Representative's knowledge and industry expertise, during his time on the Fidelity IRC, the Representative provided wise counsel on a number of issues and Fidelity wishes to continue to have access to such guidance on a going forward basis. RPIA is amenable to the appointment because it does not believe that there are any investor protection issues that would arise from the appointment.

12. The registered advising representatives of Fidelity's sub-advisers, and specifically not the Representative in his capacity as a director of Fidelity, will be responsible for making all portfolio management decisions for the Fidelity

Funds. In addition, the mandate of the Board of Directors of Fidelity is solely fund governance as corporate governance is done at the parent company holding level pursuant to a unanimous shareholders agreement. The Fidelity IRC, which no longer includes the Representative, will continue to review any conflicts of interest that may arise between the fund manager's individual interests and the fund manager's duty to manage the Fidelity Funds in the best interests of the Fidelity Funds.

13. RPIA, Fidelity and the Representative are not in default of any requirement of securities, commodities or derivatives legislation in any of the Jurisdictions.

14. The Representative has had, and will continue to have, sufficient time and resources to meet his obligations to both RPIA and Fidelity.

15. The potential for conflicts of interest or client confusion due to the Representative acting as a dealing representative of RPIA and as a director of Fidelity are mitigated by the following:

    a. the firms have generally different client bases and products;

    b. RPIA offers only prospectus exempt funds primarily to high net worth clients;

    c. Fidelity primarily offers prospectus qualified funds to retail investors and also offers prospectus exempt funds to institutional investors;

    d. each firm does not manage, advise, or distribute any units of, the funds of the other firm;

    e. the Representative is not involved in or privy to any investment decision-making or investment strategy for, or involved in day-to-day operations of, Fidelity;

    f. the Representative will have no client contact in connection with his role at Fidelity;

    g. the Representative is not employed as a typical dealing representative, he does not receive commissions, and his activities as a dealing representative are limited to the passive marketing of the RP Funds on an occasional basis to RPIA's clients (activities that would be typical of a founder of a firm); and

    h. the Representative, as a former member of the Fidelity IRC, understands conflicts of interest issues and appropriate ways to resolve them.

16. The Filers have in place written policies and procedures to address any potential conflicts of interest that may arise as a result of the dual role of the Representative with RPIA and with Fidelity, and the Filers believe that they will be able to appropriately deal with these conflicts. These policies and procedures are expected to be similar to the policies and procedures that both RPIA and Fidelity already have in place to deal with any potential conflicts of interest that may have arisen as a result of the Representative acting as a dealing representative of RPIA and sitting on the Fidelity IRC. In addition, the Representative will be subject to Fidelity's Code of Ethics (which includes personal trading policies and procedures).

17. The Representative will be subject to supervision by, and the applicable compliance requirements of, both Filers.

18. RPIA has compliance and supervisory policies and procedures in place to monitor the conduct and outside business activities of its registered representatives (including the Representative) and to ensure that RPIA can deal appropriately with any conflict of interest that may arise.

19. The Representative's employment and registration status with RPIA and his position on the Board of Directors of Fidelity will be fully and clearly disclosed to investors in the applicable annual information form or offering memorandum, as applicable, for each of the RP Funds and the Fidelity Funds.

20. Each of RPIA and Fidelity are subject to the restrictions and requirements in Part 13 of NI 31-103 regarding conflict of interest matters, except as follows. Section 13.4 of NI 31-103 does not apply to Fidelity as the investment fund manager to certain Fidelity Funds that are subject to the requirements of National Instrument 81-107 *Independent Review Committee for Investment Funds* (**NI 81-107**) because these funds must instead comply with the requirements in NI 81-107 relating to conflict of interest matters, inter-fund trades and transactions in securities of related issuers.

21. In the absence of the Exemption Sought, RPIA would be prohibited under paragraph 4.1(1)(a) of NI 31-103 from permitting the Representative to act as a dealing representative of RPIA and be a director of Fidelity.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that (a) the circumstances described above remain in place, and (b) the Exemption Sought shall cease to be effective when:

(i) the Representative is no longer registered in any of the Jurisdictions as a dealing representative of RPIA; or

(ii) the Representative is no longer a director of Fidelity.

"Debra Foubert"
Director, Compliance and Registrant Regulation
Ontario Securities Commission

2.1.3 AGF Investments Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – approval required because merger does not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – the fundamental investment objectives of the terminating funds and the continuing funds are not substantially similar – securityholders of terminating funds are provided with timely and adequate disclosure regarding the mergers.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 5.5(1)(b), 19.1.

June 24, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Principal Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
AGF INVESTMENTS INC.
(AGF)

AND

IN THE MATTER OF
THE MERGING FUNDS (as hereinafter defined)

AND

IN THE MATTER OF
THE CONTINUING FUNDS (as hereinafter defined)

DECISION

Background

The principal regulator in the Principal Jurisdiction has received an application (the **Application**) from AGF, the manager of each of the funds discussed below (AGF, together with the funds discussed below are hereinafter referred to as the **Filers**) for a decision under the securities legislation of the Principal Jurisdiction (the **Legislation**) for merger approvals (**Merger Approval**) pursuant to clause 5.5(1)(b) of National Instrument 81-102 – *Investment Funds* (**NI 81-102**) and an exemption pursuant to National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions* (**NP 11-203**).

The funds (each a **Fund** and collectively, the **Funds**) proposed to be merged (the Proposed Mergers) are set forth below:

MERGING FUND	CONTINUING FUND
Proposed Corporate Fund Merger	
AGF Canadian Resources Class	AGF Global Resources Class
Proposed Trust Fund Merger	
AGF Traditional Balanced Fund	AGF Traditional Income Fund

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for the Application, and

(b) the Filers have provided notice that Section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, The Northwest Territories, Yukon and Nunavut.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. The following additional terms shall have the following meanings:

AGF AIF	refers to the AGF funds' annual information form dated April 17, 2015, as amended
AGF SP	refers to the AGF funds' simplified prospectus dated April 17, 2015, as amended
AWTAG	refers to AGF All World Tax Advantage Group Limited
Circular	refers to the management information circular described in this Application
Continuing Trust Fund	refers to AGF Traditional Income Fund
Corporate Funds	refers to AGF Canadian Resources Class and AGF Global Resources Class
Corporate Fund Merger Effective Date	refers to June 26, 2015 – the expected date for effecting the Proposed Corporate Fund Merger
IRC	refers to the independent review committee of a Fund or Funds
Merging Trust Fund	refers to AGF Traditional Balanced Fund
OBCA	refers to the *Business Corporations Act* (Ontario)
Tax Act	refers to the *Income Tax Act* (Canada)
Trust Fund Merger Effective Date	refers to June 26, 2015 – the expected date for effecting the Proposed Trust Fund Merger
Trust Funds	refers, collectively, to the Merging Trust Fund and the Continuing Trust Fund

Representations

This decision is based on the following facts represented by the Filers:

The Filers

1. The head office of each of the Filers is located in Toronto, Ontario. The Filers are not in default of securities legislation in any jurisdiction of Canada.

2. AWTAG is a multi-class mutual fund corporation incorporated under the laws of Ontario. AWTAG offers both AGF Canadian Resources Class and AGF Global Resources Class.

3. Each of the Trust Funds is an open-end mutual fund trust established under the laws of Ontario by a declaration of trust pursuant to which AGF is the trustee.

4. AGF is the investment fund manager and trustee of each of the Trust Funds and the investment fund manager of each of the Corporate Funds.

5. AGF is registered as an investment fund manager in each of Ontario, Québec, Alberta, British Columbia and Newfoundland and Labrador.

6. Each of the Trust Funds and Corporate Funds is a reporting issuer under the applicable securities legislation of each jurisdiction in Canada.

7. Securityholders of the Merging Trust Fund will be asked to approve the Proposed Trust Fund merger at a special meeting to be held on June 25, 2015. Securityholders of the Corporate Funds will also be asked to approve the Corporate Fund Merger, as required by the OBCA, at a special meeting to be held on June 25, 2015.

8. AGF will be responsible for the costs associated with the special meeting matters.

9. If securityholder approval is not received at a special meeting of securityholders of the Merging Trust Fund or in respect of the Proposed Corporate Fund Merger, then the relevant merger will not proceed.

10. AGF is not entitled to seek the approval of the respective IRCs for the Proposed Mergers due to the fact that one or more conditions of section 5.6 of NI 81-102 will not be met as required by section 5.3(2)(c) of NI 81-102.

11. Pursuant to NI 81-107 – *Independent Review Committee for Investment Funds*, on May 20, 2015, the IRCs reviewed the Proposed Mergers on behalf of the Merging Funds and the Continuing Funds and the process to be followed in connection with the Proposed Mergers, and have advised AGF that in the IRCs' opinion, having reviewed each of the Proposed Mergers as a potential conflict of interest, following the process proposed, each of the Proposed Mergers achieves a fair and reasonable result for each of the Merging Funds and the Continuing Funds.

12. The relevant notices of the meetings and Circular have been mailed to securityholders of the relevant Funds and filed on SEDAR in accordance with applicable securities legislation.

13. The Circular includes prospectus-like disclosure concerning the Continuing Funds resulting from the Proposed Mergers, including information regarding fees, expenses, investment objectives, investment strategies, valuation procedures, the manager, the investment manager, redemptions, income tax considerations, dividend policies and net asset values. The Circular also includes disclosure where securityholders can obtain the most recent continuous disclosure documents of the Merging Funds and the Continuing Funds. Also accompanying the Circular delivered to securityholders is a Fund Facts document of the relevant Continuing Fund.

The Proposed Corporate Fund Merger

14. AGF proposes that AGF Canadian Resources Class be merged into AGF Global Resources Class.

15. The Filers currently propose to effect the Proposed Corporate Fund Merger on or about June 26, 2015 (the **Corporate Fund Merger Effective Date**).

16. It is proposed that AGF intends to undertake the following steps in order to effect the Proposed Corporate Fund Merger: (i) review the investment portfolio of AGF Canadian Resources Class and consider the portfolio in light of the investment objectives of AGF Global Resources Class, in consultation with the portfolio manager of AGF Global Resources Class. If AGF Canadian Resources Class holds investments which are not suitable for AGF Global Resources Class, those investments will be sold. The value of any investments sold will depend on prevailing market conditions; (ii) on the Corporate Fund Merger Effective Date, convert the securities of each series of AGF Canadian Resources Class for securities of the relevant series of AGF Global Resources Class having a net asset value thereof, so that securityholders of AGF Canadian Resources Class shall become direct securityholders of AGF Global Resources Class holding the identical series of securities; (iii) on the Corporate Fund Merger Effective Date, re-allocate the assets and liabilities allocated to AGF Canadian Resources Class to AGF Global Resources Class; (iv) effectively terminate AGF Canadian Resources Class by ceasing to utilize and offer the existing corporate class; and cancel any outstanding share certificates (if applicable) of AGF Canadian Resources Class; and (v) cancel any outstanding share certificates (if applicable) of AGF Canadian Resources Class.

17. AGF has determined that the Proposed Corporate Fund Merger will not be a material change to AGF Global Resources Class. AGF is of the view that AGF Canadian Resources Class and AGF Global Resources Class are materially the same size. In addition, the merger of AGF Canadian Resources Class into AGF Global Resources Class will not involve any material realignment of the investment portfolios of the AGF Canadian Resources Class or the AGF Global Resources Class in order to complete the merger. As such, AGF is of the view that there is no material impact on the securityholders of the AGF Global Resources Class which would constitute a material change. Nonetheless, in compliance with applicable corporate law, meetings of the securityholders of AGF Canadian Resources Class and AGF Global Resources Class, respectively, will be held to approve the Proposed Corporate Fund Merger.

18. Shareholders of AGF Global Resources Class will be permitted to dissent from the Proposed Corporate Fund Merger pursuant to the provisions of the OBCA.

19. Securityholders of AGF Canadian Resources Class will continue to have the right to redeem securities of AGF Canadian Resources Class at any time up to the close of business immediately before the Corporate Fund Merger Effective Date.

The Proposed Trust Fund Merger

20. AGF is proposing that there be a merger of the Merging Trust Fund with the relevant Continuing Trust Fund.

21. The Filers currently propose to effect the Proposed Trust Fund Merger of the Merging Trust Fund and Continuing Trust Fund on or about June 26, 2015 (the **Trust Fund Merger Effective Date**).

22. It is proposed that AGF intends to undertake the following steps in order to effect the Proposed Trust Fund Merger: (i) review the Merging Trust Fund's investment portfolio and consider the portfolio in light of the investment objectives of the Continuing Trust Fund, in consultation with the portfolio manager of the Continuing Trust Fund. If the Merging Trust Fund holds investments which are not suitable for the Continuing Trust Fund, those investments will be sold. The value of any investments sold will depend on prevailing market conditions; (ii) prior to the Trust Fund Merger Effective Date, the Merging Trust Fund will distribute to its securityholders sufficient net income and net realized capital gains so that the Merging Trust Fund will not be subject to tax under Part I of the Tax Act for the taxation year ended at the time of the Proposed Trust Fund Merger; (iii) on the Trust Fund Merger Effective Date, transfer substantially all of the Merging Trust Fund's assets (after reserving sufficient assets to satisfy its estimated liabilities) to the Continuing Trust Fund in exchange for securities of the Continuing Trust Fund having an aggregate net asset value equal to the aggregate value of the net assets transferred;(iv) immediately thereafter redeem the securities of the Merging Trust Fund for a price equal to the net asset value thereof and pay that net asset value by way of the transfer of securities of the relevant series of the Continuing Trust Fund to each securityholder of the Merging Trust Fund, so that such securityholders of the Merging Trust Fund shall become direct securityholders of such Continuing Trust Fund holding the identical series of securities; (v) terminate the Merging Trust Fund; and (vi) cancel any outstanding unit certificates (if applicable) of the Merging Trust Fund.

23. AGF has determined that the Proposed Trust Fund Merger will not be a material change to the Continuing Trust Fund due to the small size of the Merging Trust Fund relative to the applicable Continuing Trust Fund.

24. Securityholders of the Merging Trust Fund will continue to have the right to redeem securities of the Merging Trust Fund at any time up to the close of business immediately before the Trust Fund Merger Effective Date.

Reasons for Merger Approval

25. The Filers require Merger Approval in connection with the Proposed Mergers and cannot rely on section 5.6(1) of NI 81-102 because the investment objectives of the Merging Funds are not substantially similar to its corresponding Continuing Funds.

26. Although the investment objectives of the Merging Funds may not be substantially similar to the relevant Continuing Funds, they are nevertheless complementary.

27. Each Proposed Merger satisfies all of the criteria for pre-approved reorganizations and transfers set forth in section 5.6(1) of NI 81-102, except as follows:

PROPOSED MERGER	REASONS FOR MERGER APPROVAL
AGF Canadian Resources Class merging into AGF Global Resources Class	Different investment objectives
AGF Traditional Balanced Fund merging into AGF Traditional Income Fund	Different investment objectives

28. AGF believes that the Mergers will be beneficial to securityholders of each Fund for the following reasons:

    (a) it is expected that each Proposed Merger will reduce duplication and create operational efficiencies;

    (b) following the Proposed Mergers, each Continuing Fund will have more assets, thereby allowing for increased portfolio diversification opportunities; and

(c) each Continuing Fund will benefit from its larger profile in the marketplace.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Merger Approval is granted provided that AGF obtains the prior approval of the securityholders of each of the Merging Funds of the Proposed Mergers.

"Darren McKall"
Manager
Investment Funds and Structured Products Branch
Ontario Securities Commission

2.1.4 Anglo Pacific Group plc

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 43-101 Standards of Disclosure for Mineral Projects, section 9.1 – filer seeks relief from requirements of subsection 2.2 with respect to the use of mineral resource and mineral reserve categories of the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7 or the Certification Code in disclosure relating to properties underlying royalty interests – relief subject to conditions including that disclosure must be extracted from publicly available information disclosed by an issuer whose securities trade on a specified exchange, and must be accompanied by proximate cautionary language.

Applicable Legislative Provisions

National Instrument 43-101 Standards of Disclosure for Mineral Projects, ss. 2.2, 9.1.

June 24, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
ANGLO PACIFIC GROUP PLC
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) pursuant to subsection 9.1(1) of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (**NI 43-101**) that the Filer be exempt from the requirements of section 2.2 of NI 43-101 that the Filer must not disclose any information about a mineral resource or mineral reserve unless it uses only the applicable mineral resource and mineral reserve categories ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum (the **CIM Standards**), which exemption only applies with respect to the Filer's use of mineral resource or mineral reserve categories ascribed under the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7 or the Certification Code, as applicable (each as defined in NI 43-101, collectively the **Foreign Codes**) in "disclosure" (as defined in NI 43-101) made by the Filer relating to properties underlying the Royalty Portfolio (as defined below) and the Royalty Options (as defined below) (collectively, the **Foreign Code Disclosure**) (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator (the **Principal Regulator**) for this application; and

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon and Nunavut.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer.

1. The Filer is a public limited company, which was incorporated and registered in England and Wales on February 7, 1967 under the UK Companies Act, 1948 under the name "Diversified Bank Shares Limited". The Company subsequently underwent a number of name changes and on November 11, 1997 the Company changed its name to "Anglo Pacific Group plc". The Filer's head and registered office is located in London, England, United Kingdom.

2. The issued share capital of the Filer consists of 169,942,034 Ordinary Shares with nominal par value per Ordinary Share of £0.02 issued and outstanding as at March 31, 2015.

3. The Filer is a London, United Kingdom based global natural resources royalties company. The Filer's business consists of:

   i. passive (non-operating) royalty interests in mining projects and operations, including coal, iron ore, gold, chromite and uranium projects (**Royalty Portfolio**);

   ii. options to acquire royalties and other associated assets (**Royalty Options**);

   iii. direct ownership in one private coal property (the **Coal Property**); and

   iv. direct equity investments in both listed and unlisted mineral exploration and development companies (the **Equity Interests**).

4. The Filer considers the Royalty Portfolio and the Royalty Options, as a whole, to be material to the Filer's business, as the Royalty Portfolio and the Royalty Options comprise the core part of the Filer's business strategy and objective to continually build a diverse portfolio of royalties to generate growing, long-term returns for its investors. Currently, the Filer considers (i) its private royalty ground on the Kestrel Mine located in the Bowen Basin, Queensland, Australia and (ii) its private royalty ground on the Narrabri Mine located in the Gunnedah Basin, New South Wales, which royalty was acquired in February 2015, subsequent to the Initial Order (as defined below) to be a mineral project on a property material to the Filer.

5. The Ordinary Shares are listed and quoted for trading on the London Stock Exchange (**LSE**), which is the principal trading market of the Ordinary Shares. The Filer is in compliance with the reporting requirements of the LSE.

6. The Filer is subject to the listing rules and regulations of the UK Financial Services Authority in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000 (as amended from time to time) and the applicable laws of England and Wales (in each case as amended from time to time).

7. The Filer does not have a head office in any jurisdiction in Canada. However, the Filer is a "reporting issuer" (as defined under the *Securities Act* (Ontario)) in the Jurisdiction as a consequence of its Ordinary Shares becoming listed and posted for trading on the Toronto Stock Exchange on July 9, 2010.

8. The Filer qualifies as a "designated foreign issuer" (as defined in National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*).

9. As a royalty and/or option holder, the Filer often has limited, if any, access to non-public scientific and technical information in respect of the properties underlying the Royalty Portfolio and the Royalty Options, or such information is subject to confidentiality provisions. The Filer often has certain rights to require an audit of payments under its royalties but generally does not have access to technical and other information regarding the properties underlying the Royalty Portfolio and the Royalty Options, other than as publicly disclosed by the owners and operators of such properties. As such, in making technical disclosure in respect of the properties underlying the Royalty Portfolio and the Royalty Options, the Filer is required to rely on the public disclosures of the owners and operators of the properties underlying the Royalty Portfolio and the Royalty Options, as available at the date of such disclosure and such information and disclosure may not comply with the requirements of NI 43-101.

10. The public disclosures of certain of the owners and operators of the properties underlying the Royalty Portfolio and the Royalty Options are subject to technical disclosure requirements that exist in other jurisdictions pursuant to the Foreign Codes.

11. The Filer wishes to provide the Foreign Code Disclosure to Canadian investors because it believes that investors could find such additional disclosure to be useful in understanding the Filer's business as a natural resources royalty

company and evaluating an investment in the Filer. However, any such Foreign Code Disclosure will be subject to the requirements of NI 43-101.

12. Section 7.1 of NI 43-101 provides an exemption from section 2.2 of NI 43-101 that is similar to the Exemption Sought. It allows certain issuers to make disclosure and file a technical report that uses the mineral resource and mineral reserve categories of an acceptable foreign code (as defined in NI 43-101) provided that the issuer includes in such technical report a reconciliation of any material differences between the mineral resource and mineral reserve categories used under an acceptable foreign code and the analogous mineral resource and mineral reserve categories reported in the CIM Standards.

13. The Filer cannot avail itself of the exemption in section 7.1 of NI 43-101 because (i) it is exempt from filing technical reports under subsection 9.2(1) of NI 43-101, which provides an exemption for royalty or other similar issuers from the requirement to file a technical report under certain conditions and (ii) as a result of the Filer's limited, if any, access to non-public scientific and technical information in respect of the properties underlying the Royalty Portfolio and the Royalty Options as set out in paragraph 9 and the fact that certain of the owners and operators of the properties underlying the Royalty Portfolio and the Royalty Options report scientific and technical information in accordance with the Foreign Codes (or may, in the future, report scientific and technical information in accordance with the Foreign Codes), the Filer is often unable (or may, in the future, be unable) to take the necessary steps required to describe the material differences between any mineral resource and mineral reserve categories reported in the Foreign Codes as reported in respect of the properties underlying the Royalty Portfolio and the Royalty Options and the CIM Standards.

14. On September 24, 2012, the Principal Regulator granted the Filer an exemption from the requirements of section 2.2 of NI 43-101 that the Filer must disclose any information about a mineral resource or mineral reserve using only the meanings ascribed to those terms by the CIM Standards (the **Initial Order**). The Initial Order was granted on the substantially the same basis as the current Exemption Sought and will expire in September 2015.

15. The Filer is not in default of securities legislation in any of the jurisdictions in Canada.

Decision

The Principal Regulator is satisfied that the decision meets the test set out in the Legislation for the Principal Regulator to make the decision.

The decision of the Principal Regulator under the Legislation is that:

1. The Initial Order is revoked; and

2. the Exemption Sought is granted provided that:

    (a) the Exemption Sought applies solely to Foreign Code Disclosure in respect of the properties underlying the Royalty Portfolio or the Royalty Options whose owners and operators are subject to the Foreign Code Disclosure requirements of and report scientific and technical information in accordance with the Foreign Codes;

    (b) the Filer extracts the Foreign Code Disclosure from information publicly disclosed in documents disclosed by the owners and operators of the properties underlying the Royalty Portfolio or the Royalty Options, from information available in the public domain or from information available on the relevant issuer's website and information available on other public websites;

    (c) the Filer's disclosure which includes the Foreign Code Disclosure made in reliance of the Exemption Sought will contain the following cautionary statement, as appropriately modified for the circumstances:

> "National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") contains certain requirements relating to the use of mineral resource and mineral reserve categories of an "acceptable foreign code" (as defined in NI 43-101) in "disclosure" (as defined in NI 43-101) made by Anglo Pacific Group PLC with respect to a "mineral project" (as defined in NI 43-101), including the requirement to include a reconciliation of any material differences between the mineral resource and mineral reserve categories used under an acceptable foreign code and the standards developed by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended (the "**CIM Standards**") in respect of a mineral project. Pursuant to an exemption order granted to Anglo Pacific Group PLC by the Ontario Securities Commission, the information contained

herein with respect to the **[name applicable properties underlying the Royalty Portfolio/Royalty Option]** has been extracted from information publicly disclosed, disseminated, filed, furnished or similarly communicated to the public by an issuer whose securities trade on a "specified exchange" (as defined in NI 43-101) that discloses mineral reserves and mineral resources under one of the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7 or the Certification Code (each as defined in NI 43-101). As the definitions and standards of the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7 and the Certification Code are substantially similar to the CIM Standards, a reconciliation of any material differences between the mineral resource and mineral reserve categories reported under the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7 and the Certification Code, as applicable, to categories under the CIM Standards is not included and no Form 43-101F1 technical report will be filed to support the disclosure based upon such exemption."; and

(d) this decision will terminate 36 months after the date hereof.

"Kathryn Daniels"
Deputy Director
Corporate Finance Branch
Ontario Securities Commission

2.1.5 Invesco Canada Ltd.

Headnote

National Policy 11-203 Porcess for Exemptive Relief Applications in Multiple Jurisdictions – Exemption granted from the requirements of paragraphs 2.5(2)(a) and (c) of National Instrument 81-102 Investment Funds to allow a mutual fund to invest up to 10% of its net asset value in a pooled fund – Exemption granted on the basis that the pooled fund will comply with Part 2 and other requirements of NI 81-102.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.5(2)(a) and (c), 19.1.

June 15, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the "Jurisdiction")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
INVESCO CANADA LTD.
(the "Filer")

AND

IN THE MATTER OF
THE INTACTIVE FUNDS (defined below)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of Invesco Intactive Diversified Income Portfolio, Invesco Intactive Diversified Income Portfolio Class, Invesco Intactive Balanced Income Portfolio, Invesco Intactive Balanced Income Portfolio Class, Invesco Intactive Balanced Growth Portfolio, Invesco Intactive Balanced Growth Portfolio Class, Invesco Intactive Growth Portfolio, Invesco Intactive Growth Portfolio Class, Invesco Intactive Maximum Growth Portfolio, Invesco Intactive Maximum Growth Portfolio Class, Invesco Intactive 2023 Portfolio, Invesco Intactive 2028 Portfolio, Invesco Intactive 2033 Portfolio, Invesco Intactive 2038 Portfolio and any future funds managed by the Filer with similar investment objectives of the above funds (namely, global asset allocation funds that state that investing in other mutual funds is a fundamental investment objective) (the "**Intactive Funds**") for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**") for exemptive relief from the following provisions of National Instrument 81-102 - *Investment Funds* ("**NI 81-102**"):

(i) paragraph 2.5(2)(a) that prohibits a mutual fund from investing in another mutual fund that is not subject to NI 81-102 and National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* ("**NI 81-101**"); and

(ii) paragraph 2.5(2)(c) that prohibits a mutual fund from investing in securities of another mutual that is not qualified for distribution in the local jurisdiction,

in order to permit each Intactive Fund to invest up to 10% of its net assets, taken at market value at the time of investment, in securities of Invesco Select Emerging Markets Pool (the "**EM Pool**") (collectively, the "**Exemption Sought**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(i) the Ontario Securities Commission is the principal regulator for this application; and

(ii) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") is to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

Defined terms contained in NI 81-102, National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning in this decision unless they are defined in this decision.

Representations

This Decision is based on the following facts represented by the Filer on behalf of the Intactive Funds:

1. The Filer:

   a. is a corporation amalgamated under the laws of Ontario;

   b. is an indirect wholly-owned subsidiary of Invesco Ltd., a global investment manager;

   c. has its head office in Toronto, Ontario;

   d. is registered as an investment fund manager in Ontario, Québec and Newfoundland and Labrador and is the investment fund manager of the Intactive Funds and the EM Pool; and

   e. is registered as a portfolio manager in all the provinces of Canada and is the portfolio manager of the Intactive Funds and the EM Pool;

   f. is not in default of applicable securities legislation in any jurisdiction.

2. The Intactive Funds:

   a. are open-end mutual funds established under the laws of Ontario;

   b. comply with NI 81-102;

   c. have a simplified prospectus and annual information form prepared in accordance with NI 81-101;

   d. are reporting issuers under the securities laws of each of the provinces and territories of Canada;

   e. are qualified for distribution in all provinces and territories of Canada; and

   f. are not in default of securities legislation in any province or territory of Canada.

3. Each Intactive Fund is a fund-of-funds that seeks to achieve a particular return profile over a certain period of time (either a total return generated until a horizon date or long-term capital appreciation) by (a) directly or indirectly investing in a diversified mix of other mutual funds, and (b) utilizing a proprietary dynamic asset allocation strategy in respect of those mutual funds. The Intactive Funds are sub-advised by Invesco Advisers, Inc., and invest mainly in securities of other investment funds managed by the Filer or its affiliates, including mutual funds governed by NI 81-102 and exchange traded funds that seek to track the performance of market indices, gold, silver and other commodities.

4. The EM Pool:

   a. is an open-ended pooled fund created on May 12, 2014 under a Declaration of Trust, which was amended and restated on August 22, 2014;

   b. is available for purchase only by institutional investors who meet the definition of an "accredited investor" as set forth in National Instrument 45-106 – *Prospectus and Registration Exemptions*, including other mutual funds managed by the Filer;

   c. has not issued a simplified prospectus and annual information form prepared in accordance with 81-101;

   d. is not subject to NI 81-102;

e. is subject to the applicable provisions of NI 81-106 *Investment Fund Continuous Disclosure* ("**NI 81-106**");

f. is not a reporting issuer in any of the provinces or territories of Canada;

g. is sub-advised by Invesco Advisers, Inc., for the cash portion only;

h. is a mutual fund in Ontario as defined in the *Securities Act* (Ontario); and

i. is not in default of applicable securities legislation in any in any province or territory of Canada.

5. The investment objective of the EM Pool is to seek to achieve capital growth over the long term by investing substantially all of its assets in equity securities of companies located in emerging market countries and frontier markets, which generally have less developed capital markets than emerging markets. There are also limits to how much cash the EM Pool may hold.

6. An investment in the EM Pool is compatible with the investment objectives and strategies of the Intactive Funds, which invest in a blend of actively and passively managed mutual funds, including exchange-traded funds. Each Intactive Fund is a global portfolio with contributions from all of the major markets including Canada, U.S., Europe, Asia and emerging markets.

7. While it may be possible for the Filer to gain exposure to emerging market equities by investing in other mandates, it is in the best interests of the Intactive Funds to have the ability to invest in units of the EM Pool. This is because the alternatives available to the Filer are not optimal relative to investing in the EM Pool.

8. The EM Pool does not utilize leverage, does not short sell and complies generally with the investment and derivative requirements set out in NI 81-102. The EM Pool will also comply with the restrictions relating to illiquid securities (section 2.4 of NI 81-102) and investments in other Investment Funds (section 2.5 of NI 81-102) for so long as it is held by one of the Intactive Funds.

9. Securities of the EM Pool are valued and redeemable on the same dates as securities of the Intactive Funds.

10. Each Intactive Fund will invest no more than 10% of its net assets in units of the EM Pool.

11. The Independent Review Committee of the Intactive Funds will oversee the purchase of the EM Pool pursuant to National Instrument 81-107 – *Independent Review Committee for Investment Funds*;

12. The Intactive Funds will otherwise comply fully with section 2.5 of NI 81-102 in its investment in the EM Pool and will provide all applicable disclosure mandated for mutual funds investing in other mutual funds.

13. Where applicable, an Intactive Fund's investment in the EM Pool will be disclosed to investors in that Intactive Fund's quarterly portfolio holding reports, financial statements and/or fund facts document.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

(a) The EM Pool complies with Parts 2, 4 and 6 of NI 81-102 and Part 14 of NI 81-106 for so long as it is held by one of the Intactive Funds;

(b) The prospectus of the Intactive Funds will disclose that they may invest in the EM Pool, which is a pooled fund managed by the Filer; and

(c) An Intactive Fund will not invest in the EM Pool if, immediately after the investment, more than 10% of its net assets, in aggregate, taken at market value at the time of the investment, would consist of investments in the EM Pool.

"Vera Nunes"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.6 Russell Investments Canada Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief from certain specified derivatives and custodial requirements to permit mutual funds to enter into swap transactions that are cleared through a clearing corporation – relief required because of new U.S. requirements to clear over-the-counter derivatives including swaps - decision treats cleared swaps similar to other cleared derivatives – National Instrument 81-102 Investment Funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.7(1) and (4), 6.8(1), 19.1.

June 24, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
RUSSELL INVESTMENTS CANADA LIMITED
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) pursuant to section 19.1 of NI 81-102 exempting all Existing Funds (as defined below) and all investment funds for which the Filer becomes the manager in the future (the **Future Funds** and together with the Existing Funds, the **Funds**) which, in either case, are permitted by their investment objectives and investment strategies to enter into derivative transactions from:

(a) the requirement in subsection 2.7(1) of NI 81-102 that the Fund must not purchase an option or a debt-like security or enter into a swap or a forward contract unless, at the time of the transaction, the option, debt-like security, swap or contract has a designated rating or the equivalent debt of the counterparty, or of a person or company that has fully and unconditionally guaranteed the obligations of the counterparty in respect of the option, debt-like security, swap or contract, has a designated rating;

(b) the limitation in subsection 2.7(4) of NI 81-102 that the mark-to-market value of the exposure of the Fund under its specified derivatives positions with any one counterparty other than an acceptable clearing corporation or a clearing corporation that clears and settles transactions made on a futures exchange listed in Appendix A to NI 81-102 shall not exceed, for a period of 30 days or more, 10 percent of the net asset value of the Fund; and

(c) the requirement in subsection 6.1(1) of NI 81-102 to hold all portfolio assets of the Fund under the custodianship of one custodian in order to permit each Fund to deposit cash and portfolio assets directly with a Futures Commission Merchant (as defined below) and indirectly with a Clearing Corporation (as defined below) as margin,

in each case, with respect to Cleared Swaps (as defined below) on the terms and conditions provided for in this decision (collectively, the **Requested Relief**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

(a) the Ontario Securities Commission is the principal regulator for the application; and

(b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (together with Ontario, the **Applicable Jurisdictions**).

Interpretation

Terms defined in MI 11-102, National Instrument 14-101 *Definitions* and NI 81-102 have the same meaning if used in this decision, unless otherwise defined. In addition, the following capitalized terms have the respective meanings given to them below:

(a) **CFTC** means the U.S. Commodity Futures Trading Commission;

(b) **Cleared Swaps** means swaps that are, or will become, subject to a clearing determination or a clearing obligation issued by the CFTC or ESMA, as the case may be;

(c) **Clearing Corporation** means any clearing corporation registered with the CFTC or central counterparty authorized by ESMA, as the case may be, that, in either case, is also permitted to operate in an Applicable Jurisdiction where the Fund is located;

(d) **Dodd-Frank Act** means the Dodd-Frank Wall Street Reform and Consumer Protection Act;

(e) **EMIR** means the European Market Infrastructure Regulation;

(f) **ESMA** means the European Securities and Markets Authority;

(g) **European Economic Area** means all of the European Union countries and also Iceland, Liechtenstein and Norway;

(h) **Existing Fund** means each existing mutual fund (i) of which the Filer is the manager, (ii) to which the provisions of NI 81-102 apply, and (iii) which ispermitted by its investment objectives and investment strategies to enter into derivative transactions;

(i) **Futures Commission Merchant** means any futures commission merchant that is registered with the CFTC and/or a clearing member for purposes of EMIR, as applicable, and is a member of a Clearing Corporation;

(j) **OTC** means over-the-counter;

(k) **Portfolio Adviser** means the Filer, any affiliate of the Filer, and any third party sub-adviser retained from time to time by the Filer, or an affiliate of the Filer, to manage all or a portion of the investment portfolio of one or more Funds; and

(l) **U.S. Person** has the meaning attributed thereto by the CFTC.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation incorporated under the laws of the Province of Ontario with its head office located in Toronto, Ontario. The Filer is registered in each of the provinces and territories of Canada in the categories of investment fund manager, portfolio manager and exempt market dealer. The Filer also is registered in Ontario as a commodity trading manager and as a mutual fund dealer exempt from membership in the Mutual Funds Dealer Association of Canada. The Filer also is registered in Manitoba as an adviser (commodities).

2. The Filer is the manager of each Fund. The Filer, or an affiliate of the Filer, is the portfolio adviser to each Fund. Third party sub-advisers may be appointed as sub-advisers to all or a portion of the investment portfolios of the Funds.

3. Each Fund is, or will be, a mutual fund to which the provisions of NI 81-102 apply or will apply.

4. Neither the Filer nor any Fund is in default of securities legislation in any Applicable Jurisdiction.

5. The investment objective and investment strategies of each Fund permit, or will permit, the Fund to enter into derivative transactions, including swaps, with Canadian, U.S. or other international counterparties in compliance with the provisions of NI 81-102 regarding the use of derivatives applicable to such Fund. Each Existing Fund currently uses or, in the future, may use interest rate swaps and/or credit default swaps in its portfolio. The Filer considers swaps to be an important investment tool that is available to each Portfolio Adviser to properly manage each Fund's portfolio.

6. The Dodd-Frank Act requires that certain OTC derivatives, including swaps, between certain categories of market participants be cleared through a Futures Commission Merchant at a Clearing Corporation. Generally, where one party to a swap is a U.S. Person and the other party to the swap is an investment fund (such as a Fund), that swap must be a Cleared Swap (absent an available exception).

7. EMIR will also require that certain OTC derivatives be cleared through a central counterparty authorized to provide clearing services for purposes of EMIR. Generally, where one party to a swap is a financial counterparty or a non-financial counterparty whose OTC derivative trading activity exceeds a certain threshold, in each case established in a state that is a participant in the Eurpopean Economic Area, that swap will be required to be a Cleared Swap. As at the date of this decision, no clearing obligation has been issued under EMIR; the first clearing directive is expected to be issued in the third quarter of 2015 and will be phased-in based on the category of both parties to the trade.

8. In order to benefit from both the pricing benefits and reduced trading costs that a Portfolio Adviser may be able to achieve through its trade execution practices for its advised investments funds and other accounts and from the reduced costs associated with cleared OTC derivatives as compared to other OTC trades, the Filer wishes for each Fund to have the ability to enter into Cleared Swaps.

9. In the absence of the Requested Relief, each Portfolio Adviser will need to structure the swaps entered into by the Funds so as to avoid the clearing requirements of the CFTC and under EMIR, as applicable. The Filer submits that this would not be in the best interests of the Funds and their investors for a number of reasons, as set out below.

10. The Filer strongly believes that it is in the best interests of the Funds and their investors to be able to execute OTC derivatives, including Cleared Swaps, with global counterparties to mitigate the legal, operational and back office risks faced by investors in the global swap markets.

11. A Portfolio Adviser may use the same trade execution practices for all of its advised investment funds and other accounts, including the Funds. An example of these trade execution practices is block trading, where a large number of securities are purchased or sold or large derivative trades are entered into on behalf of a number of investment funds and other accounts advised by one Portfolio Adviser. These practices include the use of Cleared Swaps if such trades are executed with a U.S. swap dealer. If the Funds are unable to employ these trade execution practices, then each affected Portfolio Adviser will have to create separate trade execution practices only for the Funds and will have to execute trades for the Funds on a separate basis. This will increase the operational risk for the Funds, as separate execution procedures will need to be established and followed only for the Funds. In addition, the Funds will not be able to enjoy the possible price benefits and reduction in trading costs that a Portfolio Adviser may be able to achieve through a common practice for its advised investment funds and other accounts. In the Filer's opinion, best execution and maximum certainty can best be achieved through common trade execution practices which, in the case of OTC derivatives, involve the execution of Cleared Swaps.

12. As a member of the G20 and a participant in the September 2009 commitment of G20 nations to improve transparency and mitigate risk in derivatives markets, Canada has expressly recognized the systemic benefits that clearing OTC derivatives offers to market participants, such as the Funds. The Filer submits that the Funds should be encouraged to comply with the robust clearing requirements established by the CFTC and under EMIR by granting the Requested Relief.

13. The Requested Relief is analogous to the treatment currently afforded under NI 81-102 to other types of derivatives that are cleared, such as clearing corporation options, options on futures and standardized futures. This demonstrates that, from a policy perspective, the Requested Relief is consistent with the views of the Canadian securities authorities in respect of cleared derivative trades.

14. For the reasons provided above, the Filer submits that it would not be prejudicial to the public interest to grant the Requested Relief to each Fund.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Requested Relief is granted provided that when any rules applicable to customer clearing of OTC derivatives enter into force in a Jurisdiction where a Fund is located, the Clearing Corporation is permitted to offer customer clearing of OTC derivatives in that Jurisdiction; and provided further that, in respect of the deposit of cash and portfolio assets as margin:

(a) in Canada:

(i) the Futures Commission Merchant will be a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund; and

(ii) the amount of margin deposited and maintained with the Futures Commission Merchant will not, when aggregated with the amount of margin already held by the Futures Commission Merchant, exceed 10 percent of the net asset value of the Fund as at the time of deposit; and

(b) outside of Canada:

(i) the Futures Commission Merchant will be a member of a Clearing Corporation and, as a result, subject to a regulatory audit;

(ii) the Futures Commission Merchant will have a net worth, determined from its most recent audited financial statements that have been made public, in excess of the equivalent of $50 million; and

(iii) the amount of margin deposited and maintained with the Futures Commission Merchant will not, when aggregated with the amount of margin already held by the Futures Commission Merchant, exceed 10 percent of the net asset value of the Fund as at the time of deposit.

This decision will terminate on the coming into force of any revisions to the provisions of NI 81-102 that address the clearing of OTC derivatives.

“Darren Mckall”
Manager, Investment Funds and Structured Products
Ontario Securities Commission

2.1.7 MaRS VX

Headnote

Application by not-for-profit entity (the Filer) for an interim extension order – Filer operates an online portal bringing together accredited investors with issuers that aim to solve social or environmental challenges – Filer registered as restricted dealer in Ontario – previous decision granted Filer relief from certain know-your-client (KYC) and suitability requirements contained in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103) subject to certain conditions – interim extension order granted.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System (MI 11-102).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 13.2(2)(c), 13.3, and Part 15.

June 17, 2015

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
MaRS VX
(the Filer)

DECISION

Background

The Filer has made an application (the **Application**) to the Director (the **Director**) in the Jurisdiction for a decision, pursuant to section 15.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**), to vary a previous decision under the securities legislation of the Jurisdiction of the regulator made under section 15.1 of NI 31-103 entitled *In the Matter of MaRS VX* dated June 17, 2013 (the **Original Decision**) and varied March 6, 2014 (the **Amending Decision**, collectively with the Original Decision, the **Previous Decision**) in accordance with the Requested Interim Relief (as described below).

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* or the Previous Decision have the same meaning in this decision unless they are otherwise defined in this decision (the **Decision**).

Representations

This Decision is based on the following facts represented by the Filer:

1. The Filer is a not-for-profit entity and is a wholly owned subsidiary of MaRS Discovery District (**MaRS**).

2. MaRS is a registered charity and a not-for-profit entity without share capital created by letters patent under the *Canada Corporations Act*. It carries on its operations without pecuniary gain. Its head office is located in Toronto, Ontario.

3. The Filer's current objective is to facilitate impact investing by bringing together through an online platform (the **Platform**) accredited investors (as such term is defined in section 1.1 of National Instrument 45-106 *Prospectus and Registration Exemptions* (**NI 45-106**) and in subsection 73.3(1) of the Securities Act (Ontario) (the **Act**)) in Ontario and Quebec and issuers that are social impact issuers and/or environmental impact issuers in Ontario and Quebec aiming to solve social or environmental challenges in these jurisdictions.

4. The Filer is registered as a restricted dealer in Ontario and in Quebec.

5. On June 17, 2013, the Filer was granted relief from certain requirements under NI 31-103 that would otherwise be applicable to the Filer in connection with the operation of the Platform, subject to certain terms and conditions. Specifically, the Original Decision required the Filer to comply with all of the registration requirements of an exempt market dealer under the Act and NI 31-103, except for the know-your-client and suitability requirements in sections 13.2(2)(c) and 13.3 of NI 31-103 on the basis that the following terms and conditions will apply to investors that have access to the Private Portal:

   (a) if the investor is a permitted client that has waived the know-your-client and suitability requirements of sections 13.2(2)(c) and 13.3 of NI 31-103 under sections 13.2(6) and 13.3(4) of NI 31-103, respectively, there will be no maximum amount that such an investor may subscribe for on the Private Portal; and

   (b) if the investor is either (i) an accredited investor that is not a permitted client; or (ii) a permitted client that has not waived the know-your-client suitability requirements of sections 13.2(2)(c) and 13.3 of NI 31-103:

      (A) The investor shall be limited to investing a maximum of $25,000 in a single offering on the Private Portal in a calendar year and a maximum of $50,000 in total in all offerings on the Private Portal in a calendar year; or

      (B) There will be no maximum amount that the accredited investor may subscribe for in a particular offering on the Private Portal if the investor provides the Filer with a letter from a registered dealer confirming that such dealer has fulfilled the know-your-client and suitability requirements of NI 31-103 with respect to that particular offering on the Private Portal and that the said offering is a suitable investment for the investor.

6. On March 6, 2014, the Filer was granted relief to amend the Original Decision in order to be able to rely on the passport system described in Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) in the province of Quebec, all as described in the Amending Decision.

7. A condition in the Previous Decision is that the relief is subject to a sunset clause which expires on June 17, 2015.

8. The Filer carries on a very unique business with a special focus on social impact issuers and environmental impact issuers, and is still in the early stages of development, having operated the Platform for less than two years. Based on a compliance review, Ontario Securities Commission (**Commission**) staff have identified deficiencies and areas for improvement with the Filer's compliance with Ontario securities laws, and has requested a remedial action plan (the **Immediate Remediation Plan**) from the Filer to address immediate concerns.

9. The Filer is in the process of preparing the Immediate Remediation Plan. The Immediate Remediation Plan will be subject to review and approval by Commission staff.

10. In addition to the Immediate Remediation Plan, the Director will impose terms and conditions on the Filer's registration and the Filer agrees with the imposition of such terms and conditions by the Director. Such terms and conditions will include, but will not be limited to, the preparation of a plan to rectify the deficiencies and areas for improvement not addressed in the Immediate Remediation Plan (which will also be subject to review and approval by Commission staff).

11. The Filer is cooperating with Commission staff to address all deficiencies and areas for improvement identified by Commission staff.

12. The Filer wishes for the relief granted in the Previous Decision to be extended to December 17, 2015 in order to address the deficiencies and areas of improvement in the Filer's compliance systems as identified by Commission staff (the **Requested Interim Relief**).

13. The Filer will immediately implement sufficient remedial procedures to ensure that it will not be in default of securities legislation in respect of the registerable activity in which the Filer engages while this Decision is effective.

14. The Filer also wishes to rely on the passport system described in Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) in the province of Quebec. Upon the granting of the Requested Interim Relief, the Filer intends to file a notice pursuant to section 4.7(1) of MI 11-102 to passport this Decision into Quebec.

15. This Decision is based on the same representations made by the Filer in the Previous Decision, to the extent not amended by this Decision, and which remain true and complete, except in respect of those deficiencies identified by Commission staff and to be addressed in the Immediate Remediation Plan and in the terms and conditions to be imposed on the Filer's registration.

Decision

The Director is satisfied that the decision meets the test set out in the Legislation for the Director to make the decision.

It is the decision of the Director that the Requested Interim Relief is granted provided that:

1. Unless otherwise granted relief by this Decision or by a further decision of the Director, the Filer complies with all of the registration requirements of an exempt market dealer under the Act and NI 31-103, subject to paragraph 2 below, with all remedial plans to be established by the Filer and approved by Commission staff, and with the terms and conditions to be imposed by the Director;

2. The Filer is exempt from the know-your-client and suitability requirements in paragraph 13.2(2)(c) and in section 13.3 of NI 31-103 on the basis that the following terms and conditions will apply to investors that have access to the Private Portal:

    (a) if the investor is a permitted client that has waived the know-your-client and suitability requirements of paragraph 13.2(2)(c) and section 13.3 of NI 31-103 under subsections 13.2(6) and 13.3(4) of NI 31-103, respectively, there will be no maximum amount that such an investor may subscribe for on the Private Portal;

    (b) if the investor is either: (i) an accredited investor that is not a permitted client; or (ii) a permitted client that has not waived the know-your-client and suitability requirements of paragraph 13.2(2)(c) and section 13.3 of NI 31-103, the investor shall be limited to investing a maximum of $25,000 in a single offering on the Private Portal in a calendar year and a maximum of $50,000 in total in all offerings on the Private Portal in a calendar year; and

3. Terms and conditions will be imposed on the Filer's registration within thirty (30) days of the date of this Decision.

4. The period of reporting to Commission staff as set out in paragraph 45 of the Previous Decision will be monthly (to be submitted within 10 days of the end of each month) and paragraphs 45(a) and (e) of the Previous Decision be deleted and replaced by the following new paragraphs (a) and (e):

    (a) the investment transactions made in the month by investors that have access to the Private Portal in offerings of issuers on the Private Portal, including the following information for each investor who has invested in an investment transaction:

        (i) the name of investor;

        (ii) the name of the issuer;

        (iii) the date the investment in the issuer was purchased by the investor;

        (iv) the type of securities purchased by the investor;

        (v) the dollar amount of the investment in the issuer by the investor; and

        (vi) the total dollar amount invested by the investor in all offerings on the Private Portal (including the investment transaction(s) reported upon in the month) in the calendar year;

    (b) all investors who have been granted access to the Private Portal or whose access to the portal has been revoked during the month, including for each investor:

        (i) the name of the investor;

        (ii) the type of accredited investor (e.g., permitted clients (as defined in section 1.1 of NI 31-103) and non-permitted clients, and the clause they are relying on in section 1.1 of NI 45-106 or in subsection 73.3(1) of the Act that qualified them as an accredited investor), along with a reference of the documentation that supports such classification;

        (ii) the date the investor was granted access to the Private Portal, if applicable; and

(iv) where the investor was initially granted access but access was subsequently revoked, the date of the revocation and the reason for the denial of access, if applicable.

This Decision shall expire on the earlier of:

(a) December 17, 2015; and

(b) Sixty (60) days after any material changes in the Filer's business, operations or capital.

This Decision may be amended by the Commission from time to time upon prior written notice to the Filer.

"Debra Foubert"
Director, Compliance & Registrant Regulation
Ontario Securities Commission

2.2 Orders

2.2.1 Eda Marie Agueci et al. – ss. 127. 127.1

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
EDA MARIE AGUECI, DENNIS WING, SANTO IACONO, JOSEPHINE RAPONI,
KIMBERLEY STEPHANY, HENRY FIORILLO, GIUSEPPE (JOSEPH) FIORINI, JOHN SERPA,
IAN TELFER, JACOB GORNITZKI and POLLEN SERVICES LIMITED

ORDER
(Sections 127 and 127.1)

WHEREAS:

1. on February 7, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") on the same date against Eda Marie Agueci ("Agueci"), Dennis Wing ("Wing"), Santo Iacono, Josephine Raponi, Kimberley Stephany ("Stephany"), Henry Fiorillo ("Fiorillo"), Giuseppe (Joseph) Fiorini, John Serpa, Jacob Gorntizki, Pollen Services Limited ("Pollen"), and Ian Telfer;

2. on September 20, 2013, the Commission approved a settlement agreement between Staff and Ian Telfer;

3. on September 26, 2013, Staff filed an Amended Statement of Allegations;

4. on February 11, 2015, following a hearing on the merits, the Commission issued its Reasons and Decision with respect to the merits, including findings against Agueci, Wing, Stephany, Fiorillo and Pollen (the "Respondents") (*Re Eda Marie Agueci et al.* (2015), 38 O.S.C.B. 1573);

5. on April 13 and 14, 2015, the Commission held a hearing to determine sanctions and costs against the Respondents;

6. the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED that:

1. With respect to Agueci:

   (a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Agueci shall cease permanently, except that Agueci shall be permitted to trade:

      i. mutual funds, exchange-traded funds, government bonds and/or guaranteed investment certificates ("GICs") for the account of any registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF") and tax free savings account ("TFSA"), as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "Income Tax Act"), in which Agueci has sole legal and beneficial ownership;

      ii. solely through a registered dealer in Ontario, to whom Agueci must have given a copy of this order; and

      iii. only after the amounts ordered in subparagraphs 1(g) and 1(h) have been paid in full;

   (b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Agueci is prohibited permanently, except that Agueci shall be permitted to acquire:

      i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Agueci has sole legal and beneficial ownership; and

ii. solely through a registered dealer in Ontario, to whom Agueci must have given a copy of this order;

iii. only after the amounts ordered in subparagraphs 1(g) and 1(h) have been paid in full;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Agueci permanently;

(d) pursuant to clause 6 of subsection 127(1) of the Act, Agueci is reprimanded;

(e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Agueci is prohibited permanently from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(f) pursuant to clause 8.5 of subsection 127(1) of the Act, Agueci is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(g) pursuant to clause 9 of subsection 127(1) of the Act, Agueci shall pay administrative penalties in the total amount of $350,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(h) pursuant to section 127.1 of the Act, Agueci shall pay the amount of $300,000 in respect of part of the costs of the Commission's investigation and hearing;

2. With respect to Wing and Pollen:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by each of Wing and Pollen shall cease permanently, except that Wing shall be permitted to trade:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Wing has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Wing must have given a copy of this order; and

iii. only after the amounts ordered in subparagraphs 2(h), 2(i), 2(j) and 2(k) have been paid in full;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by each of Wing and Pollen is prohibited permanently, except that Wing shall be permitted to acquire:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Wing has sole legal and beneficial ownership; and

ii. solely through a registered dealer in Ontario, to whom Wing must have given a copy of this order;

iii. only after the amounts ordered in subparagraphs 2(h), 2(i), 2(j) and 2(k) have been paid in full;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to each of Wing and Pollen permanently;

(d) pursuant to clause 6 of subsection 127(1) of the Act, each of Wing and Pollen is reprimanded;

(e) pursuant to clauses 7 and 8.1 of subsection 127(1) of the Act, Wing shall resign any position that he holds as a director or an officer of any reporting issuer or registrant;

(f) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Wing is prohibited permanently from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(g) pursuant to clause 8.5 of subsection 127(1) of the Act, Wing is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(h) pursuant to clause 9 of subsection 127(1) of the Act, Wing and Pollen shall jointly and severally pay administrative penalties in the total amount of $1,500,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(i) pursuant to clause 9 of subsection 127(1) of the Act, Wing shall pay an administrative penalty in the amount of $250,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(j) pursuant to clause 10 of subsection 127(1) of the Act, Wing and Pollen shall jointly and severally disgorge the amount of $520,916 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(k) pursuant to section 127.1 of the Act, Wing and Pollen shall jointly and severally pay the amount of $300,000 in respect of part of the costs of the Commission's investigation and hearing;

3. With respect to Fiorillo:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Fiorillo shall cease for 15 years;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Fiorillo is prohibited for 15 years;

(c) as exceptions to the 15-year prohibitions in respect of trading and acquisition of securities ordered in subparagraphs 3(a) and 3(b) above, only after the amounts ordered in subparagraphs 3(j), 3(k) and 3(l) have been paid in full, Fiorillo shall be permitted:

i. for a period of six months from the date of this order, for the sole purpose of liquidating all securities held in accounts over which Fiorillo exercises direction and control:

1. to trade or acquire put/call options for the sole purpose of flattening existing positions, such that at the end of the six-month period he will have no outstanding exposure to options; and

2. to exercise any options that expire within the six-month period and trade or acquire the related stock position as necessary; and

3. to trade any other securities;

ii. to trade and/or acquire mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Fiorillo has sole legal and beneficial ownership, solely through a registered dealer in Ontario, to whom Fiorillo must have given a copy of this order;

(d) as a further exception to the 15-year prohibitions in respect of trading and acquisition of securities ordered in subparagraphs 3(a) and 3(b) above, after the amounts ordered in subparagraphs 3(j), 3(k) and 3(l) have been paid in full, Fiorillo shall be permitted to retain the services of one or more independent, arms-length dealer/portfolio manager(s) who are registered in accordance with Ontario securities law, to manage Fiorillo's securities holdings, provided that:

1. the respective registered dealer/portfolio manager(s) is provided with a copy of this order prior to trading or acquiring securities on Fiorillo's behalf;

2. the respective registered dealer/portfolio manager(s) has sole discretion over what trades and acquisitions may be made in the account and Fiorillo has no direction or control over the selection of specific securities;

3. Fiorillo is permitted to have annual discussions with the respective registered dealer/portfolio manager(s) for the sole purpose of Fiorillo providing information regarding general investment objectives, suitability and risk tolerance or as required under Ontario securities law; and

4. Fiorillo may change registered dealer/portfolio manager(s), subject to the conditions set out above, with notice to the Commission of any such change to be filed by Fiorillo within 30 days of making such change;

(e) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Fiorillo for 15 years;

(f) pursuant to clause 6 of subsection 127(1) of the Act, Fiorillo is reprimanded;

(g) pursuant to clause 7 of subsection 127(1) of the Act, Fiorillo shall resign any position that he holds as a director or an officer of any reporting issuer;

(h) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Fiorillo is prohibited for 15 years from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(i) pursuant to clause 8.5 of subsection 127(1) of the Act, Fiorillo is prohibited for 15 years from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(j) pursuant to clause 9 of subsection 127(1) of the Act, Fiorillo shall pay administrative penalties in the total amount of $350,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(k) pursuant to clause 10 of subsection 127(1) of the Act, Fiorillo shall disgorge the amount of $175,138 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(l) pursuant to section 127.1 of the Act, Fiorillo shall pay the amount of $50,000 in respect of part of the costs of the Commission's investigation and hearing.

4. With respect to Stephany:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Stephany shall cease for 15 years, except that Stephany shall be permitted to trade in:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Stephany has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Stephany must have given a copy of this order; and

iii. only after the amounts ordered in subparagraphs 4(g), 4(h) and 4(i) have been paid in full;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Stephany is prohibited for 15 years except that Stephany shall be permitted to acquire:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Stephany has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Stephany must have given a copy of this order; and

iii. only after the amounts ordered in subparagraphs 4(g), 4(h) and 4(i) have been paid in full;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Stephany for 15 years;

(d) pursuant to clause 6 of subsection 127(1) of the Act, Stephany is reprimanded;

(e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Stephany is prohibited for 15 years from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(f) pursuant to clause 8.5 of subsection 127(1) of the Act, Stephany is prohibited for 15 years from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(g) pursuant to clause 9 of subsection 127(1) of the Act, Stephany shall pay administrative penalties in the total amount of $15,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(h) pursuant to clause 10 of subsection 127(1) of the Act, Stephany shall disgorge the amount of $7,511 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(i) pursuant to section 127.1 of the Act, Stephany shall pay the amount of $25,000 in respect of part of the costs of the Commission's investigation and hearing.

Dated at Toronto this 24th day of June, 2015.

""Edward P. Kerwin"

"AnneMarie Ryan"

"Deborah Leckman"

2.2.2 David M. O'Brien – ss. 127, 127.1

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
DAVID M. O'BRIEN

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND DAVID M. O'BRIEN

ORDER
(Sections 127 and 127.1 of the Securities Act)

WHEREAS on December 7, 2010, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") to consider whether it is in the public interest to make orders, as specified therein, against and in respect of David M. O'Brien ("O'Brien"). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission ("Staff") dated December 8, 2010;

AND WHEREAS the Respondent entered into a Settlement Agreement with Staff of the Commission executed June 19, 2015 (the "Settlement Agreement") in which the Respondent agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated December 7, 2010, subject to the approval of the Commission;

AND WHEREAS on June 19, 2015, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a Settlement Agreement entered into between Staff and the Respondent;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for O'Brien, and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT:

(a) The settlement agreement is approved;

(b) pursuant to paragraph 2 of section 127(1) of the Act, trading in any securities by or of the Respondent shall cease permanently;

(c) pursuant to paragraph 2.1 of section 127(1) of the Act, acquisition of any securities by the Respondent is prohibited permanently;

(d) pursuant to paragraph 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondent permanently;

(e) pursuant to paragraphs 7, 8.1 and 8.3 of section 127(1) of the Act, O'Brien shall immediately resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager (except as set out in paragraph (f) below);

(f) pursuant to paragraphs 8, 8.2 and 8.4 of section 127(1) of the Act, O'Brien shall be permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, with the exception that O'Brien is permitted to continue to act as a director and officer of any company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family;

(g) pursuant to paragraph 8.5 of section 127(1) of the Act, O'Brien shall be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(h) pursuant to paragraph 10 of section 127(1) of the Act, O'Brien shall disgorge to the Commission the sum of $5,000.00 obtained as a result of non-compliance with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(i) pursuant to paragraph 9 of section 127(1) of the Act, O'Brien shall pay to the Commission an administrative penalty of $1,000.00, for his failure to comply with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(j) pursuant to section 37(1) of the Act, O'Brien shall be permanently prohibited from:

i. calling at any residence in Ontario for the purpose of trading in securities, or

ii. telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in securities;

(k) After the payments set out in paragraphs (h) and (i), are made in full, as an exception to the provisions of paragraphs (b), (c), and (d) of this Order above, O'Brien is permitted to trade in or acquire:

i. for the account of his personal registered retirement savings plan and his registered pension plan as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "Income Tax Act"), solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this Order) (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer; and

ii. securities of a company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family at the time of the trade.

(l) until the entire amount of the payments set out in paragraphs (h) and (i), are paid in full, the prohibitions set out in subparagraphs (b), (c), and (d) shall continue in force without any limitation as to time period.

DATED at Toronto this 23rd day of June, 2015.

"Mary G. Condon"

2.2.3 Pro-Financial Asset Management Inc. et al. – s. 127

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC., STUART MCKINNON and JOHN FARRELL

ORDER
(Section 127)

WHEREAS:

1. On December 9, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") returnable on January 14, 2015 accompanied by a Statement of Allegations dated December 8, 2014 with respect to Pro-Financial Asset Management Inc. ("PFAM"), Stuart McKinnon ("McKinnon") and John Farrell ("Farrell") (collectively, the "Respondents");

2. On January 14, 2015, Staff of the Commission ("Staff"), counsel for PFAM and McKinnon and counsel for Farrell attended before the Commission;

3. On January 14, 2015, the Commission ordered that the hearing be adjourned to February 25, 2015 at 10:00 a.m. for the purpose of scheduling a date for a confidential pre-hearing conference as may be appropriate;

4. On February 25, 2015, Staff advised that the initial electronic disclosure of approximately 11,000 pages was sent to counsel for the Respondents on January 12, 2015 and the remaining electronic disclosure of approximately 7,400 pages was sent to counsel for the Respondents on February 24, 2015;

5. On February 25, 2015, Staff advised that the Commission order dated January 14, 2015 should have referred to 11,000 pages of disclosure and not 11,000 documents;

6. On February 25, 2015, a confidential pre-hearing conference was held immediately following the public hearing as requested by the parties;

7. On April 9, 2015, the confidential pre-hearing conference continued and Staff, counsel for PFAM and McKinnon, and counsel for Farrell attended before the Commission;

8. On June 15, 2015, the confidential pre-hearing conference continued and Staff and counsel for PFAM and McKinnon attended before the Commission;

9. The parties consent to the terms of this Order; and

10. The Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED that:

1. The Second Appearance in this matter shall be held on September 15, 2015 at 10:00 a.m.;

2. Staff shall make disclosure, no later than five days before the date of the Second Appearance, of their witness list and summaries and indicate any intention to call an expert witness, in which event they shall provide the name of the expert and state the issue or issues on which the expert will be giving evidence; and

3. Any requests by any of the Respondents for disclosure of additional documents shall be set out in a Notice of Motion which shall be filed no later than 10 days before the date of the Second Appearance.

DATED at Toronto this 17th day of June, 2015

"Christopher Portner"

2.2.4 2241153 Ontario Inc. et al. – s. 127

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5 AS AMENDED

AND

IN THE MATTER OF
2241153 ONTARIO INC., SETENTERPRICE, SARBJEET SINGH, DIPAK BANIK,
STOYANKA GUERENSKA, SOPHIA NIKOLOV and EVGUENI TODOROV

ORDER
(Section 127)

WHEREAS

1. on February 10, 2015, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), in relation to a Statement of Allegations filed by Staff of the Commission ("Staff") on February 9, 2015, to consider whether it is in the public interest to make certain orders against 2241153 Ontario Inc. ("2241153"), Setenterprice, Sarbjeet Singh ("Singh"), Dipak Banik ("Banik"), Stoyanka Guerenska ("Guerenska"), Sophia Nikolov ("Nikolov") and Evgueni Todorov ("Todorov") (together, the "Respondents");

2. the Notice of Hearing set a hearing in this matter for February 23, 2015 at 11:00 a.m.;

3. on February 11, 2015 a settlement agreement entered into by Staff of the Commission ("Staff") and Singh and 2241153 was approved by the Commission;

4. on February 23, 2015 Staff attended a hearing in this matter and no one appeared on behalf of the Respondents;

5. on February 23, 2015, the Commission ordered that:

   (a) the matter was adjourned to a hearing scheduled for March 24, 2015 at 9:00 a.m.;

   (b) on or before March 24, 2015, Staff shall disclose to the Respondents all documents and things in its possession or control that are relevant to the allegations in this matter; and

   (c) upon failure of any party to attend at the hearing scheduled for March 24, 2015 at 9:00 a.m., the hearing will proceed in the absence of that party and such party will not be entitled to any further notice of the proceedings;

6. on March 24, 2015, Staff and Todorov and Nikolov attended at a hearing in this matter and Banik and Guerenska did not appear, although properly served;

7. on March 24, 2015, the Commission ordered that:

   (a) this matter is adjourned to a hearing scheduled for June 24, 2015 at 9:30 a.m. or to such other date as may be agreed to by the parties and fixed by the Office of the Secretary; and

   (b) that at least five (5) days before the next hearing date Staff will provide the Respondents with their witness lists and summaries and indicate any intent to call an expert witness, including the name of the expert witness and the issue on which the expert will be giving evidence;

8. on June 24, 2015, Staff and Todorov attended at a hearing in the matter and none of the other Respondents appeared, although properly served;

9. the Commission considered the submissions of Staff and Todorov and the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED that:

1. this matter is adjourned to a hearing scheduled for September 1, 2015 at 9:30 a.m. or to such other date as may be agreed to by the parties and fixed by the Office of the Secretary;

2. that by the close of business on August 21, 2015, the Respondents will provide Staff with their witness lists and summaries and indicate any intent to call an expert witness, including the name of the expert witness and the issue on which the expert will be giving evidence; and

3. upon failure of any Respondent to provide Staff with the above-noted documents or failure to attend at the hearing scheduled for September 1, 2015 at 9:30 a.m., the hearing will proceed in the absence of that party and such party will not be entitled to any further notice of the proceedings.

DATED at Toronto this 24th day of June, 2015.

"Alan J. Lenczner"

2.2.5 UBS Global Asset Management (Canada) Inc. et al. – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirement of subsection 22(1)(b) of the CFA granted to sub-advisers headquartered in foreign jurisdictions in respect of advice regarding trades in commodity futures contracts and commodity futures options, subject to certain terms and conditions – Relief mirrors exemption available in section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations made under the Securities Act (Ontario).

Applicable Legislative Provisions

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 1(1), 22(1)(b), 80.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 25(3).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.26.1.
Ontario Securities Commission Rule 35-502 Non-Resident Advisers, s. 7.11.

July 15, 2015

IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20, AS AMENDED
(the CFA)

AND

IN THE MATTER OF
UBS GLOBAL ASSET MANAGEMENT (CANADA) INC.,
UBS GLOBAL ASSET MANAGEMENT (AMERICAS) INC.,
UBS GLOBAL ASSET MANAGEMENT (UK) LTD.,
UBS O'CONNOR LLC,
UBS ALTERNATIVE AND QUANTITATIVE INVESTMENTS LLC,
UBS GLOBAL ASSET MANAGEMENT (JAPAN) LTD.,
UBS GLOBAL ASSET MANAGEMENT (SINGAPORE) LTD.
AND UBS AG

ORDER
(Section 80 of the CFA)

UPON the application (the **Application**) of UBS Global Asset Management (Americas) Inc. (**UBS Americas**), UBS Global Asset Management (UK) Ltd. (**UBS UK**), UBS O'Connor LLC (**UBS O'Connor**), UBS Alternative and Quantitative Investments LLC (**UBS Alternative**), UBS Global Asset Management (Japan) Ltd. (**UBS Japan**), UBS AG and UBS Global Asset Management (Singapore) Ltd. (**UBS Singapore**, and, together with UBS Americas, UBS UK, UBS O'Connor, UBS Alternative, UBS Japan and UBS AG, any one referred to individually as a **Sub-Adviser** and collectively as the **Sub-Advisers**) and UBS Global Asset Management (Canada) Inc. (the **Principal Adviser**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA, that each of the Sub-Advisers (and individuals engaging in, or holding themselves out as engaging in, the business of advising others when acting on behalf of their respective Sub-Adviser in respect of the Sub-Advisory Services (as defined below) (the **Representatives**)) be exempt, for a specified period of time, from the adviser registration requirements of paragraph 22(1)(b) of the CFA when acting as a sub-adviser to the Principal Adviser for the benefit of the Clients (as defined below) regarding commodity futures contracts and commodity futures options traded on commodity futures exchanges (collectively, the **Contracts**) and cleared through clearing corporations;

AND UPON considering the Application and the recommendation of staff of the Commission;

AND UPON the Sub-Advisers and the Principal Adviser having represented to the Commission that:

Principal Adviser

1. The Principal Adviser is a corporation organized under the laws of Nova Scotia, with its head office located in Toronto, Ontario, Canada.

2. The Principal Adviser is registered with the Commission under the *Securities Act* (Ontario) (the **OSA**) as a dealer in the category of exempt market dealer, as an adviser in the category of portfolio manager and as an investment fund manager and is registered under the CFA as an adviser in the category of commodity trading manager.

3. The Principal Adviser is also registered as a dealer in the category of exempt market dealer and as an adviser in the category of portfolio manager in all other provinces of Canada under the relevant securities legislation of the respective jurisdiction, as an investment fund manager in Quebec and Newfoundland and Labrador under the relevant securities legislation of the respective jurisdiction and as an adviser under the Commodity Futures Act in Manitoba.

4. The Principal Adviser is an indirect wholly-owned subsidiary of UBS Group AG, a publicly-traded company listed on the New York Stock Exchange and the SIX Swiss Exchange. As such, the Principal Adviser leverages the global expertise of investment professionals at its affiliates worldwide.

The Sub-Advisers

5. The details of each Sub-Adviser, its jurisdiction of incorporation and its applicable licenses are as follows:

   (a) UBS Americas is incorporated under the laws of the State of Delaware, United States of America. The head office for UBS Americas is in New York, New York. UBS Americas is registered as an investment adviser with the U.S. Securities and Exchange Commission (the **SEC**).

   (b) UBS UK was incorporated under the laws of London, United Kingdom. The head office for UBS UK is in London, United Kingdom. UBS UK holds a financial services license with the Financial Conduct Authority, the agency in the UK that regulates the financial services industry.

   UBS UK acts in Ontario in reliance on the exemption from registration as an investment fund manager in Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers* (**MI 32-102**) in respect of non-resident investment fund managers whose investment fund securities were distributed under prospectus exemption to a permitted client.

   (c) UBS O'Connor is a limited liability company formed under the laws of the State of Delaware, United States of America. The head office for UBS O'Connor is in Chicago, Illinois. UBS O'Connor operates under an exemption from the commodity pool operator registration and commodity trading advisor registration with the U.S. Commodity Futures Trading Commission (the **CFTC**) pursuant to the Commodity Exchange Act. UBS O'Connor is also registered as an investment adviser with the SEC.

   UBS O'Connor acts in Ontario in reliance on the exemption from registration as an investment fund manager in MI 32-102 in respect of non-resident investment fund managers whose investment fund securities were distributed under prospectus exemption to a permitted client.

   (d) UBS Alternative is a limited liability company formed under the laws of the State of Delaware, United States of America. The head office for UBS Alternative is in Stamford, Connecticut. UBS Alternative intends to change its legal name from UBS Alternative and Quantitative Investments LLC to UBS Hedge Fund Solutions LLC on or around July 1, 2015.

   UBS Alternative is registered as a commodity pool operator with the CFTC pursuant to the Commodity Exchange Act. UBS Alternative is also registered as an investment adviser with the SEC.

   (e) UBS Japan was incorporated under the laws of Japan. The head office for UBS Japan is in Tokyo, Japan. UBS Japan holds an investment adviser's license and investment management license with the Financial Services Agency, an agency of the Japanese government.

   (f) UBS Singapore was incorporated under the laws of Singapore. The head office for UBS Singapore is in Singapore. UBS Singapore holds a capital market services license with the Monetary Authority of Singapore, the regulator in Singapore.

   (g) UBS AG was incorporated under the laws of Switzerland. The head office for UBS AG is in Zurich, Switzerland. UBS AG holds a financial services license with the Swiss Financial Market Supervisory Authority.

   In Ontario, Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Prince Edward Island, Quebec and Saskatchewan, UBS AG acts in reliance on the exemptions from the OSA's dealer and adviser registration requirements available to international dealers and to international advisers in sections

8.18 and 8.26, respectively, of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**).

6. Each of the Sub-Advisers is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the jurisdiction in which its head office is located (as specified in subparagraphs 5 (a)-(g) above), that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario. As such, it is authorized and permitted to carry on the Sub-Advisory Services.

7. Each of the Sub-Advisers engages in the business of an adviser in respect of Contracts in the foreign jurisdiction in which its head office is located.

8. The Sub-Advisers are not, and have no current intention of becoming, registered under the CFA or the OSA.

9. The Sub-Advisers are all indirect wholly-owned subsidiaries of UBS Group AG and are all affiliated companies of the Principal Adviser.

10. The Principal Adviser and the Sub-Advisers are not in default of securities legislation, commodity futures legislation or derivatives legislation in any jurisdiction of Canada.

11. The Principal Adviser provides investment advice and/or discretionary portfolio management services in Ontario to (i) investment funds, the securities of which are qualified by prospectus for distribution to the public in Ontario and the other provinces and territories of Canada (the **Investment Funds**); (ii) pooled funds, the securities of which are sold on a private placement basis in Ontario and certain other provinces and territories of Canada pursuant to prospectus exemptions contained in National Instrument 45-106 *Prospectus and Registration Exemptions* (the **Pooled Funds**); (iii) clients who have entered into investment management agreements with the Principal Adviser to establish managed accounts (the **Managed Account Clients**); and (iv) other Investment Funds, Pooled Funds and Managed Account Clients that may be established or retained in the future and in respect of which the Principal Adviser engages the Sub-Advisers to provide portfolio advisory services (the **Future Clients**) (each of the Investment Funds, Pooled Funds, Managed Account Clients and Future Clients being referred to individually as a **Client** and collectively as the **Clients**).

12. Certain of the Clients may, as part of their investment program, invest in Contracts. The Principal Adviser acts as a commodity trading manager in respect of such Clients.

13. In connection with the Principal Adviser acting as an adviser to Clients in respect of the purchase or sale of securities and Contracts, the Principal Adviser, pursuant to written agreements made between the Principal Adviser and each respective Sub-Adviser, has retained the respective Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of securities and Contracts in which that Sub-Adviser has experience and expertise by exercising discretionary authority on behalf of the Principal Adviser, in respect of all or a portion of the assets of the investment portfolio of the respective Client, including discretionary authority to buy or sell Contracts for the Client (the **Sub-Advisory Services**), provided that:

    (a) in each case, the Contracts must be cleared through an “acceptable clearing corporation” (as defined in National Instrument 81-102 *Investment Funds*, or any successor thereto (**NI 81-102**)) or a clearing corporation that clears and settles transactions made on a futures exchange listed in Appendix A of NI 81-102, or any successor thereto; and

    (b) such investments are consistent with the investment objectives and strategies of the applicable Client.

14. Paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA, or is registered as a representative or as partner or an officer of a registered adviser and is acting on behalf of a registered adviser.

15. By providing the Sub-Advisory Services, the Sub-Advisers will be engaging in, or holding themselves out as engaging in, the business of advising others with respect to Contracts and, in the absence of being granted the requested relief, would be required to register as advisers under the CFA.

16. There is presently no rule or regulation under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA that is similar to the exemption from the adviser registration requirement in subsection 25(3) of the OSA which is provided under section 8.26.1 of NI 31-103.

17. The relationship among the Principal Adviser, the Sub-Advisers and any Client is consistent with the requirements of section 8.26.1 of NI 31-103.

18. The Sub-Advisers will only provide the Sub-Advisory Services as long as the Principal Adviser is, and remains, registered under the CFA as an adviser in the category of commodity trading manager.

19. As would be required under section 8.26.1 of NI 31-103:

    (a) the obligations and duties of each Sub-Adviser are set out in a written agreement with the Principal Adviser; and

    (b) the Principal Adviser has entered into a written contract with each Client, agreeing to be responsible for any loss that arises out of the failure of any Sub-Adviser:

        (i) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Principal Adviser and each Client; or

        (ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances (together with (i), the **Assumed Obligations**).

20. The written agreement between the Principal Adviser and a Sub-Adviser sets out the obligations and duties of each party in connection with the Sub-Advisory Services and permits the Principal Adviser to exercise the degree of supervision and control it is required to exercise over the Sub-Adviser in respect of the Sub-Advisory Services.

21. The Principal Adviser will deliver to the Clients all required reports and statements under applicable securities, commodity futures and derivatives legislation.

22. The prospectus or other offering document, if any, (in either case, the **Offering Document**) for each Client that is an Investment Fund or a Pooled Fund and for which the Principal Adviser engages one or more Sub-Advisers to provide the Sub-Advisory Services will include the following disclosure (the **Required Disclosure**):

    (a) a statement that the Principal Adviser is responsible for any loss that arises out of the failure of any Sub-Adviser to meet the Assumed Obligations; and

    (b) a statement that there may be difficulty in enforcing any legal rights against the Sub-Advisers (or any of their Representatives) because the Sub-Advisers are resident outside of Canada and all or substantially all of their assets are situated outside of Canada.

23. Prior to purchasing any securities of one or more of the Clients that are Investment Funds or Pooled Funds directly from the Principal Adviser, all investors in the Investment Funds or Pooled Funds who are Ontario residents will receive, or have received, the Required Disclosure in writing (which may be in the form of an Offering Document).

24. Each Client that is a Managed Account Client for which the Principal Adviser engages one or more Sub-Advisers to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client.

25. The Principal Adviser and the Sub-Advisers obtained substantially similar relief in a previous order dated August 26, 2014 (the **Previous Order**), pursuant to which the Sub-Advisers provided Sub-Advisory Services to the Principal Adviser in respect of the Clients.

26. The repeal of section 7.3 of OSC Rule 35-502 *Non-Resident Advisers* triggered the revocation of the Previous Order.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested;

IT IS ORDERED, pursuant to section 80 of the CFA, that each Sub-Adviser and its Representatives are exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA when acting as sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services provided that at the relevant time that such activities are engaged in:

(a) the Principal Adviser is registered under the CFA as an adviser in the category of commodity trading manager;

(b) the Sub-Adviser's head office or principal place of business is in a foreign jurisdiction;

(c) the Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the foreign jurisdiction in which its head office

or principal place of business is located, that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario;

(d) the Sub-Adviser engages in the business of an adviser in respect of Contracts in the foreign jurisdiction in which its head office or principal place of business is located;

(e) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser;

(f) the Principal Adviser has entered into a written agreement with the Clients, agreeing to be responsible for any loss that arises out of any failure of the Sub-Adviser to meet the Assumed Obligations;

(g) the Offering Document of each Client that is an Investment Fund or Pooled Fund and for which the Principal Adviser engages a Sub-Adviser to provide the Sub-Advisory Services will include the Required Disclosure;

(h) prior to purchasing any securities of one or more of the Clients that are Investment Funds or Pooled Funds directly from the Principal Adviser, all investors in the Investment Funds or Pooled Funds who are Ontario residents will receive, or have received, the Required Disclosure in writing; and

(i) each Client that is a Managed Account Client for which the Principal Adviser engages one or more Sub-Advisers to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client; and

IT IS FURTHER ORDERED that this Order will terminate on the earliest of

(a) six months, or such other transition period as provided by operation of law, after the effective date of the repeal of the CFA;

(b) six months, or such other transition period as provided by operation of law, after the coming into force of any amendment to Ontario commodity futures law or Ontario securities law (as defined in the OSA) that affects the ability of the Sub-Advisers to act as sub-advisers to the Principal Adviser in respect of the Sub-Advisory Services; and

(c) five years after the date of this Order.

DATED at Toronto, Ontario, this 15th day of June, 2015.

"Tim Moseley"
Commissioner
Ontario Securities Commission

"Edward P. Kerwin"
Commissioner
Ontario Securities Commission

2.2.6 Integra Capital Limited and Principal Global Investors, LLC – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirement of subsection 22(1)(b) of the CFA granted to a sub-adviser headquartered in a foreign jurisdiction in respect of advice regarding trades in commodity futures contracts and commodity futures options, subject to certain terms and conditions – Relief mirrors exemption available in section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations made under the Securities Act (Ontario).

Applicable Legislative Provisions

Commodity Futures Act, R.S.O. 1990, c.C.20, as am., ss. 1(1), 22(1)(b) and 80.
Securities Act, R.S.O. 1990, c.S.5, as am., s. 25(3).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.26.1.
Ontario Securities Commission Rule 35-502 Non-Resident Advisers, s. 7.11.

June 15, 2015

IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20, AS AMENDED
(the CFA)

AND

IN THE MATTER OF
INTEGRA CAPITAL LIMITED AND PRINCIPAL GLOBAL INVESTORS, LLC

ORDER
(Section 80 of the CFA)

UPON the application (the **Application**) of Principal Global Investors, LLC (the **Sub-Adviser**) and Integra Capital Limited (the **Principal Adviser**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA, that the Sub-Adviser (and individuals engaging in, or holding themselves out as engaging in, the business of advising others when acting on behalf of the Sub-Adviser in respect of the Sub-Advisory Services (as defined below) (the **Representatives**)) be exempt, for a limited period of time, from the adviser registration requirements of paragraph 22(1)(b) of the CFA when acting as a sub-adviser to the Principal Adviser for the benefit of the Clients (as defined below) regarding commodity futures contracts and commodity futures options traded on commodity futures exchanges (collectively, the **Contracts**) and cleared through clearing corporations;

AND UPON considering the Application and the recommendation of staff of the Commission;

AND UPON the Sub-Adviser and the Principal Adviser having represented to the Commission that:

1. The Principal Adviser is a corporation incorporated under the laws of Ontario and its principal business office is located in Oakville, Ontario. The Principal Adviser is registered (a) in Ontario and in each of the other provinces of Canada as a portfolio manager and exempt market dealer under the relevant securities legislation of the jurisdiction; and (b) in Ontario, Quebec and Newfoundland and Labrador as an investment fund manager under the relevant securities legislation of the jurisdiction. The Principal Adviser is also registered under the CFA as an adviser in the category of commodity trading manager.

2. The Sub-Adviser is a limited liability company formed under the laws of the State of Delaware, United States of America. The head office and principal place of business of the Sub-Adviser is located in Des Moines, Iowa, United States of America.

3. The Sub-Adviser and the Principal Adviser are unrelated.

4. The Sub-Adviser is registered as an investment adviser under the *Investment Advisers Act of 1940* (U.S.), as amended, and is registered as a commodity trading adviser under the United States *Commodity Exchange Act*, although exempted from certain requirements available for advisers who advise “qualified eligible persons”. The Sub-Adviser is also a member of the National Futures Association.

5. The Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the United States that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario. As such, it is authorized and permitted to carry on the Sub-Advisory Services.

6. The Sub-Adviser engages in the business of an adviser in respect of Contracts in the United States of America.

7. The Sub-Adviser, in respect of advisory services for securities provided to residents of Canada, currently relies on the international adviser exemption under section 8.26 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**). The Sub-Adviser is not registered in any capacity under the securities legislation of Ontario or any other jurisdiction in Canada or under the CFA.

8. The Principal Adviser and the Sub-Adviser are not in default of securities legislation, commodity futures legislation or derivatives legislation in any jurisdiction of Canada.

9. The Principal Adviser provides investment advice and/or discretionary portfolio management services in Ontario to (i) pooled funds, the securities of which are sold on a private placement basis in Ontario and certain other provinces and territories of Canada pursuant to prospectus exemptions contained in National Instrument 45-106 *Prospectus and Registration Exemptions* (the **Pooled Funds**); (ii) clients who have entered into investment management agreements with the Principal Adviser to establish managed accounts (the **Managed Account Clients**); and (iii) other Pooled Funds and Managed Account Clients that may be established or retained in the future and in respect of which the Principal Adviser engages the Sub-Adviser to provide portfolio advisory services (the **Future Clients**) (each of the Pooled Funds, Managed Account Clients and Future Clients being referred to individually as a **Client** and collectively as the **Clients**).

10. Certain of the Clients may, as part of their investment program, invest in Contracts. The Principal Adviser acts as a commodity trading manager in respect of such Clients.

11. In connection with the Principal Adviser acting as an adviser to Clients in respect of the purchase or sale of securities and Contracts, the Principal Adviser, pursuant to a written agreement made between the Principal Adviser and the Sub-Adviser, has retained the Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of securities and Contracts in which the Sub-Adviser has experience and expertise by exercising discretionary authority on behalf of the Principal Adviser, in respect of all or a portion of the assets of the investment portfolio of the respective Client, including discretionary authority to buy or sell Contracts for the Client (the **Sub-Advisory Services**), provided that:

    (a) in each case, the Contracts must be cleared through an "acceptable clearing corporation" (as defined in National Instrument 81-102 *Investment Funds*, or any successor thereto (**NI 81-102**)) or a clearing corporation that clears and settles transactions made on a futures exchange listed in Appendix A of NI 81-102, or any successor thereto; and

    (b) such investments are consistent with the investment objectives and strategies of the applicable Client.

12. Paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA, or is registered as a representative or as partner or an officer of a registered adviser and is acting on behalf of a registered adviser.

13. By providing the Sub-Advisory Services, the Sub-Adviser will be engaging in, or holding itself out as engaging in, the business of advising others in respect of Contracts and, in the absence of being granted the requested relief, would be required to register as an adviser under the CFA.

14. There is presently no rule or regulation under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA that is similar to the exemption from the adviser registration requirement in subsection 25(3) of the *Securities Act* (Ontario) (the **OSA**) which is provided under section 8.26.1 of NI 31-103.

15. The relationship among the Principal Adviser, the Sub-Adviser and any Client is consistent with the requirements of section 8.26.1 of NI 31-103.

16. The Sub-Adviser will only provide the Sub-Advisory Services as long as the Principal Adviser is, and remains, registered under the CFA as an adviser in the category of commodity trading manager.

17. As would be required under section 8.26.1 of NI 31-103:

    (a) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser; and

(b) the Principal Adviser has entered into a written contract with each Client, agreeing to be responsible for any loss that arises out of the failure of the Sub-Adviser:

(i) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Principal Adviser and each Client; or

(ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances (together with (i), the **Assumed Obligations**).

18. The written agreement between the Principal Adviser and the Sub-Adviser sets out the obligations and duties of each party in connection with the Sub-Advisory Services and permits the Principal Adviser to exercise the degree of supervision and control it is required to exercise over the Sub-Adviser in respect of the Sub-Advisory Services.

19. The Principal Adviser will deliver to the Clients all required reports and statements under applicable securities, commodity futures and derivatives legislation.

20. The offering document (the **Offering Document**) for each Client that is a Pooled Fund and for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will include the following disclosure (the **Required Disclosure**):

(a) a statement that the Principal Adviser is responsible for any loss that arises out of the failure of the Sub-Adviser to meet the Assumed Obligations; and

(b) a statement that there may be difficulty in enforcing any legal rights against the Sub-Adviser (or any of its Representatives) because the Sub-Adviser is resident outside of Canada and all or substantially all of its assets are situated outside of Canada.

21. Prior to purchasing any securities of one or more of the Clients that are Pooled Funds directly from the Principal Adviser, all investors in these Clients who are Ontario residents will receive, or have received, the Required Disclosure in writing (which may be in the form of an Offering Document).

22. Each Client that is a Managed Account Client for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client.

23. The Principal Adviser and the Sub-Adviser obtained substantially similar relief in a previous order dated April 24, 2014 (the **Previous Order**), renewing an order initially issued on April 28, 2009, pursuant to which the Sub-Adviser provided Sub-Advisory Services to the Principal Adviser in respect of the Clients.

24. The repeal of section 7.3 of OSC Rule 35-502 *Non-Resident Advisers* triggered the revocation of the Previous Order.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested;

IT IS ORDERED, pursuant to section 80 of the CFA, that the Sub-Adviser and its Representatives are exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA when acting as sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services provided that at the relevant time that such activities are engaged in:

(a) the Principal Adviser is registered under the CFA as an adviser in the category of commodity trading manager;

(b) the Sub-Adviser's head office or principal place of business is in a foreign jurisdiction;

(c) the Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the foreign jurisdiction in which its head office or principal place of business is located, that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario;

(d) the Sub-Adviser engages in the business of an adviser in respect of Contracts in the foreign jurisdiction in which its head office or principal place of business is located;

(e) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser;

(f) the Principal Adviser has entered into a written agreement with the Clients, agreeing to be responsible for any loss that arises out of any failure of the Sub-Adviser to meet the Assumed Obligations;

(g) the Offering Document for each Client that is a Pooled Fund and for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will include the Required Disclosure;

(h) prior to purchasing any securities of one or more of the Clients that are Pooled Funds directly from the Principal Adviser, all investors in these Clients who are Ontario residents will receive, or have received, the Required Disclosure in writing; and

(i) each Client that is a Managed Account Client for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client; and

IT IS FURTHER ORDERED that this Order will terminate on the earliest of

(a) six months, or such other transition period as provided by operation of law, after the effective date of the repeal of the CFA;

(b) six months, or such other transition period as provided by operation of law, after the coming into force of any amendment to Ontario commodity futures law or Ontario securities law (as defined in the OSA) that affects the ability of the Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services; and

(c) five years after the date of this Order.

DATED at Toronto, Ontario, this 15th day of June, 2015.

"Tim Moseley"
Commissioner
Ontario Securities Commission

"Edward P. Kerwin"
Commissioner
Ontario Securities Commission

2.2.7 iShares Conservative Strategic Fixed Income ETF and iShares Conservative Short Term Strategic Fixed Income ETF – s. 1.1

Headnote

Certain mutual funds designated as exchange-traded funds for the purposes of OSC Rule 48-501.

Rules Cited

Ontario Securities Commission Rule 48-501 Trading During Distributions, Formal Bids and Share Exchange Transactions, s. 1.1.

IN THE MATTER OF
ONTARIO SECURITIES COMMISSION RULE 48-501 –
TRADING DURING DISTRIBUTIONS, FORMAL BIDS AND SHARE EXCHANGE TRANSACTIONS
(Rule)

AND

IN THE MATTER OF
iSHARES CONSERVATIVE STRATEGIC FIXED INCOME ETF
AND
iSHARES CONSERVATIVE SHORT TERM STRATEGIC FIXED INCOME ETF
(the Funds)

DESIGNATION ORDER
(Section 1.1)

WHEREAS each of the Funds is or will be listed on the Toronto Stock Exchange;

AND WHEREAS under the Universal Market Integrity Rules (UMIR), each Fund is considered an Exempt Exchange-traded Fund that is not subject to prohibitions related to trading during certain securities transactions;

AND WHEREAS the definition of "exchange-traded fund" in the Rule is substantially similar to the definition of Exempt Exchange-traded Fund in UMIR, and the purpose of the Rule and UMIR are substantially similar;

THE DIRECTOR HEREBY DESIGNATES each of the Funds as an exchange-traded fund for the purposes of the Rule.

Dated June 23, 2015

"Tracey Stern"
Market Regulation

2.2.8 Goldman Sachs Asset Management, L.P. and Goldman Sachs Asset Management International – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirement of subsection 22(1)(b) of the CFA granted to a sub-adviser headquartered in a foreign jurisdiction in respect of advice regarding trades in commodity futures contracts and commodity futures options, subject to certain terms and conditions – Relief mirrors exemption available in section 8.26.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations made under the Securities Act (Ontario).

Applicable Legislative Provisions

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 1(1), 22(1)(b), 80.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 25(3).
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.26.1.
Ontario Securities Commission Rule 35-502 Non-Resident Advisers, s. 7.11.

June 15, 2015

IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20, AS AMENDED
(the CFA)

AND

IN THE MATTER OF
GOLDMAN SACHS ASSET MANAGEMENT, L.P. AND
GOLDMAN SACHS ASSET MANAGEMENT INTERNATIONAL

ORDER
(Section 80 of the CFA)

UPON the application (the **Application**) of Goldman Sachs Asset Management, L.P. (the **Principal Adviser**) and Goldman Sachs Asset Management International (the **Sub-Adviser**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA, that the Sub-Adviser (and individuals engaging in or holding themselves out as engaging in the business of advising others when acting on behalf of the Sub-Adviser in respect of the Sub-Advisory Services (as defined below) (the **Representatives**) be exempt, for a specified period of time, from the adviser registration requirements in paragraph 22(1)(b) of the CFA when acting as a sub-adviser for the Principal Adviser for the benefit of the Clients (as defined below) regarding commodity futures contracts and commodity futures options traded on commodity futures exchanges (the **Contracts**) and cleared through clearing corporations.

AND UPON considering the Application and the recommendation of staff of the Commission;

AND UPON the Sub-Adviser and the Principal Adviser having represented to the Commission the following:

The Principal Adviser

1. The Principal Adviser is a limited partnership governed by the laws of the State of Delaware with its head office in New York, New York. The general partner of the Principal Adviser is The Goldman Sachs Group, Inc. (**The GS Group**) and the limited partner of the Principal Adviser is Goldman Sachs Global Holdings L.L.C.

2. The Principal Adviser is an indirectly wholly-owned subsidiary of The GS Group, a public company listed on the New York Stock Exchange.

3. The Principal Adviser is registered with the United States Securities and Exchange Commission as an investment adviser and with the Commodity Futures Trading Commission as a commodity trading advisor and a commodity pool operator.

4. The Principal Adviser is registered with the Commission under the *Securities Act* (Ontario) (the **OSA**) as an adviser in the category of portfolio manager and, under the CFA as an adviser in the category of commodity trading manager.

5. The Principal Adviser is also registered as an adviser in the category of portfolio manager in British Columbia, Alberta, Saskatchewan and Manitoba, and as a portfolio manager and derivatives portfolio manager in Québec, under the relevant securities legislation of the respective jurisdiction.

6. The Principal Adviser is not in default of securities, commodity futures or derivatives legislation in any jurisdiction in Canada.

The Sub-Adviser

7. The Sub-Adviser is organized under the laws of England and Wales. The head office of the Sub-Adviser is located in London, England.

8. The Sub-Adviser is an indirectly wholly-owned subsidiary of The GS Group and is an affiliate of the Principal Adviser.

9. The Sub-Adviser is authorised and regulated to carry on regulated activity in the United Kingdom by the Financial Conduct Authority.

10. The Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the United Kingdom that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario. As such, it is authorized and permitted to carry on the Sub-Advisory Services.

11. The Sub-Adviser engages in the business of an adviser in respect of Contracts in the United Kingdom.

12. The Sub-Adviser is not registered in any capacity under the CFA. In Ontario, Alberta, British Columbia and Québec, the Sub-Adviser acts in reliance on exemptions from the requirement to register as an adviser under the OSA and other provincial securities legislation available to international advisers pursuant to section 8.26 and section 8.26.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**).

13. The Sub-Adviser is not in default of securities, commodity futures or derivatives legislation in any jurisdiction in Canada.

The Clients

14. The Principal Adviser provides investment advice and/or discretionary portfolio management services in Ontario to (i) investment funds, the securities of which are qualified by prospectus for distribution to the public in Ontario and the other provinces and territories of Canada (the **Investment Funds**); (ii) pooled funds, the securities of which are sold on a private placement basis in Ontario and certain other provinces and territories of Canada pursuant to prospectus exemptions contained in National Instrument 45-106 *Prospectus and Registration Exemptions* (the **Pooled Funds**); (iii) clients who have entered into investment management agreements with the Principal Adviser to establish managed accounts (the **Managed Account Clients**); and (iv) other Investment Funds, Pooled Funds and Managed Account Clients that may be established or retained in the future and in respect of which the Principal Adviser engages the Sub-Adviser to provide portfolio advisory services (the **Future Clients**) (each of the Investment Funds, Pooled Funds, Managed Account Clients and Future Clients being referred to individually as a **Client** and collectively as the **Clients**).

15. Certain of the Clients may, as part of their investment program, invest in Contracts. The Principal Adviser acts as a commodity trading manager in respect of such clients.

The Sub-Advisory Services

16. In connection with the Principal Adviser acting as an adviser to Clients in respect of the purchase or sale of Contracts, the Principal Adviser, pursuant to a written agreement made between the Principal Adviser and the Sub-Adviser, has retained the Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of securities and Contracts in which the Sub-Adviser has experience and expertise by exercising discretionary authority on behalf of the Principal Adviser, in respect of all or a portion of all of the assets of the investment portfolios of the Clients, including discretionary authority to buy or sell Contracts for the Clients (the **Sub-Advisory Services**), provided that:

    (a) in each case, the Contracts must be cleared through an “acceptable clearing corporation” (as defined in National Instrument 81-102 *Investment Funds*, or any successor thereto (**NI 81-102**)) or a clearing corporation that clears and settles transactions made on a futures exchange listed in Appendix A of NI 81-102, or any successor thereto; and

(b) such investments are consistent with the investment objectives and strategies of the applicable Client.

17. Paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA, or is registered as a representative or as a partner or an officer of a registered adviser and is acting on behalf of a registered adviser.

18. By providing the Sub-Advisory Services, the Sub-Adviser will be engaging in, or holding itself out as engaging in, the business of advising others with respect to Contracts, and, in the absence of being granted the requested relief, would be required to register as an adviser under the CFA.

19. There is presently no rule or other regulation under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA that is similar to the exemption from the adviser registration requirement in subsection 25(3) of the OSA which is provided under section 8.26.1 of NI 31-103.

20. The relationship among the Principal Adviser, the Sub-Adviser and any Client is consistent with the requirements of section 8.26.1 of NI 31-103.

21. The Sub-Adviser will only provide the Sub-Advisory Services as long as the Principal Adviser is, and remains, registered under the CFA as an adviser in the category of commodity trading manager.

22. As would be required under subsection 8.26.1(1) of NI 31-103:

(a) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser; and

(b) the Principal Adviser has entered into a written agreement with each Client, agreeing to be responsible for any loss that arises out of the failure of the Sub-Adviser:

(i) to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Principal Adviser and each Client, or

(ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances (together with (i), the **Assumed Obligations**).

23. The written agreement between the Principal Adviser and the Sub-Adviser sets out the obligations and duties of each party in connection with the Sub-Advisory Services and permits the Principal Adviser to exercise the degree of supervision and control it is required to exercise over the Sub-Adviser in respect of the Sub-Advisory Services.

24. The Principal Adviser delivers, and will continue to deliver, to the Clients all required reports and statements under applicable securities, commodity futures and derivatives legislation.

25. The prospectus or other offering document, if any, (in either case, the Offering Document) for each Client that is an Investment Fund or a Pooled Fund and for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will include the following disclosure (the Required Disclosure):

(a) a statement that the Principal Adviser is responsible for any loss that arises out of the failure of the Sub-Adviser to meet the Assumed Obligations; and

(b) a statement that there may be difficulty in enforcing any legal rights against the Sub-Adviser (or any of its Representatives) because the Sub-Adviser is resident outside of Canada and all or substantially all of its assets are situated outside of Canada.

26. Prior to purchasing any securities of one or more of the Clients that are Investment Funds or Pooled Funds directly from the Principal Adviser, all investors in the Investment Funds or Pooled Funds who are Ontario residents will receive, or have received, the Required Disclosure in writing (which may be in the form of an Offering Document).

27. Each Client that is a Managed Account Client for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client.

Previous Order

28. On July 11, 2006, the Commission had granted the Sub-Adviser an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA in respect of advice regarding trades in Contracts for which the Principal

Adviser previously engaged the Sub-Adviser to provide Sub-Advisory Services (the **Previous Order**). The Previous Order was granted for a period of three years.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested;

IT IS ORDERED, pursuant to section 80 of the CFA, that the Sub-Adviser and its Representatives are exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA when acting as a sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services provided that at the relevant time that such activities are engaged in:

(a) the Principal Adviser is registered under the CFA as an adviser in the category of commodity trading manager;

(b) the Sub-Adviser's head office or principal place of business is in a foreign jurisdiction;

(c) the Sub-Adviser is registered in a category of registration, or operates under an exemption from registration, under the commodities futures or other applicable legislation of the foreign jurisdiction in which its head office or principal place of business is located, that permits it to carry on the activities in that jurisdiction that registration as an adviser under the CFA would permit it to carry on in Ontario;

(d) the Sub-Adviser engages in the business of an adviser in respect of Contracts in the foreign jurisdiction in which its head office or principal place of business is located;

(e) the obligations and duties of the Sub-Adviser are set out in a written agreement with the Principal Adviser;

(f) the Principal Adviser has entered into a written agreement with the Clients, agreeing to be responsible for any loss that arises out of any failure of the Sub-Adviser to meet the Assumed Obligations;

(g) the Offering Document of each Client that is an Investment Fund or Pooled Fund for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will include the Required Disclosure;

(h) prior to purchasing any securities of one or more of the Clients that are Investment Funds or Pooled Funds directly from the Principal Adviser, all investors in the Investment Funds or Pooled Funds who are Ontario residents will receive, or have received, the Required Disclosure in writing; and

(i) each Client that is a Managed Account Client for which the Principal Adviser engages the Sub-Adviser to provide the Sub-Advisory Services will receive, or has received, the Required Disclosure in writing prior to the purchasing of any Contracts for such Client; and

IT IS FURTHER ORDERED that this Order will terminate on the earliest of

(a) six months, or such other transition period as provided by operation of law, after the effective date of the repeal of the CFA;

(b) six months, or such other transition period as provided by operation of law, after the coming into force of any amendment to Ontario commodity futures law or Ontario securities law (as defined in the OSA) that affects the ability of the Sub-Adviser to act as a sub-adviser to the Principal Adviser in respect of the Sub-Advisory Services; and

(c) five years after the date of this Order.

DATED at Toronto, Ontario this 15th day of June, 2015.

"Edward P. Kerwin"
Commissioner
Ontario Securities Commission

"Tim Moseley"
Commissioner
Ontario Securities Commission

2.2.9 IAC – Independent Academies Canada Inc. et al. – ss. 127(1), 127(10)

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
IAC – INDEPENDENT ACADEMIES INC., MICRON SYSTEMS INC.,
THEODORE ROBERT EVERETT and ROBERT H. DUKE

ORDER
(Subsections 127(1) and 127(10) of the Securities Act)

WHEREAS:

1. On October 27, 2014, the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") in respect of IAC - Independent Academies Canada Inc. ("**IAC**"), Micron Systems Inc. ("**Micron**"), Theodore Robert Everett ("**Everett**") and Robert H. Duke ("**Duke**" and, collectively with IAC, Micron and Everett, the "**Respondents**")

2. On October 27, 2014, Staff of the Commission ("**Staff**") filed a Statement of Allegations in respect of the same matter;

3. By Order of the Commission, dated December 1, 2014, this matter was converted to a written hearing in accordance with Rule 11.5 of the Ontario Securities Commission *Rules of Procedure* (2014), 37 OSCB 4168, and subsection 5.1(2) of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended;

4. Staff served all of the Respondents with the Notice of Hearing, Statement of Allegations, disclosure and the December 1, 2014, Order of the Commission;

5. Staff filed a hearing brief, written submissions, a book of authorities and affidavits of service;

6. None of the Respondents filed evidence or made submissions;

7. The Commission issued its Reasons and Decision on June 26, 2015; and

8. The Commission has concluded that it is in the public interest to make this order.

IT IS HEREBY ORDERED:

1. With respect to IAC that:

   (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of IAC cease permanently; and

   (b) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by IAC cease permanently;

2. With respect to Micron that:

   (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Micron cease permanently; and

   (b) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Micron cease permanently;

3. With respect to Everett that:

   (a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Everett cease permanently;

   (b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Everett be prohibited permanently;

(c) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Everett resign any positions that he holds as director or officer of any issuer or registrant; and

(d) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Everett be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant;

4. With respect to Duke that:

(a) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Duke cease permanently;

(b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Duke be prohibited permanently;

(c) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Duke resign any positions that he holds as director or officer of any issuer or registrant; and

(d) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Duke be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant.

DATED at Toronto this 26th day of June, 2015.

"Christopher Portner"

2.2.10 Shoreline Energy Corp. – ss. 127(7), 127(8)

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF
SHORELINE ENERGY CORP.**

**ORDER
(Subsections 127(7) and 127(8))**

WHEREAS:

1. Shoreline Energy Corp. (the "Reporting Issuer") is a reporting issuer in Ontario;

2. The Reporting Issuer failed to file the following continuous disclosure materials as required by Ontario securities law (the "Default"):

   (a) interim financial statements for the three-month period ended March 31, 2015;

   (b) management's discussion and analysis relating to the interim financial statements for the three-month period ended March 31, 2015; and

   (c) certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*;

   (collectively, the "Continuous Disclosure Materials").

3. On May 28, 2015, the Corporate Finance Branch (the "CFB") of the Ontario Securities Commission (the "Commission") issued a Temporary Cease Trade Order (the "TCTO") pursuant to paragraph 2 of subsection 127(1) and subsection 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), ordering that, effective immediately, all trading in the securities of the Reporting Issuer, whether direct or indirect, cease for a period of 15 days from the date of the TCTO;

4. On May 28, 2015, the CFB issued a Notice of Temporary Order and Hearing (the "Notice");

5. The Notice gave written notice that, if the Default continued, a hearing would be held pursuant to section 127 of the Act to consider whether an order should be made under paragraph 2 of subsection 127(1) of the Act that all trading in the securities of the Reporting Issuer, whether direct or indirect, cease permanently or for such period as would be specified in the order by reason of the continued Default;

6. A hearing, in writing, was held on June 9, 2015 to consider extending the TCTO on the consent of the Reporting Issuer and staff ("Staff") of the Commission;

7. On June 9, 2015, the Commission ordered that:

   (a) the TCTO be extended pursuant to subsections 127(7) and 127(8) of the Act until July 3, 2015; and

   (b) the hearing in this matter be adjourned to June 29, 2015 at 10:00 a.m. or as soon as possible after that time;

8. On June 26, 2015, the Reporting Issuer filed the Continuous Disclosure Materials and cured the Default, and Staff requested the Commission vacate the hearing date scheduled for June 29, 2015;

9. By Authorization Order made April 21, 2015, pursuant to subsection 3.5(3) of the Act, each of Howard I. Wetston, Monica Kowal, James D. Carnwath, Mary G. Condon, Edward P. Kerwin, Alan J. Lenczner, Timothy Moseley, and Christopher Portner, acting alone, is authorized to make orders under section 127 of the Act; and

10. The Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED that:

1. The hearing date scheduled for June 29, 2015 be vacated; and

2. The TCTO continue in effect until July 3, 2015.

DATED at Toronto, Ontario this 29th day of June, 2015.

"Christopher Portner"

2.2.11 Pro-Financial Asset Management Inc. et al.

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL**

ORDER

WHEREAS:

1. on December 9, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in relation to the Statement of Allegations filed by Staff of the Commission ("Staff") on December 8, 2014 with respect to John Farrell ("Farrell" or the "Respondent");

2. on June 24, 2015 the Respondent entered into a Settlement Agreement (the "Settlement Agreement") in relation to the matters set out in the Statement of Allegations; and

3. the Commission issued a Notice of Hearing dated June 24, 2015 setting out that it proposed to consider the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and upon considering submissions from Respondent's counsel and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT:

a. this Settlement Agreement be approved;

b. pursuant to paragraph 6 of subsection 127(1) of the Act, Farrell be reprimanded;

c. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, that Farrell resign all positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;

d. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager for 3 years; and

e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a registrant, investment fund manager or a promoter, for 3 years; and

f. pursuant to paragraph 9 of subsection 127(1) of the Act, that Farrell be required to pay an administrative penalty of $25,000, which amount will be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b)(i) or (ii) of the Act.

DATED at Toronto, Ontario this 26th day of June, 2015

"Timothy Moseley"

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Eda Marie Agueci et al. – ss. 127(1), 127.1

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
EDA MARIE AGUECI, DENNIS WING, SANTO IACONO, JOSEPHINE RAPONI,
KIMBERLEY STEPHANY, HENRY FIORILLO, GIUSEPPE (JOSEPH) FIORINI, JOHN SERPA,
IAN TELFER, JACOB GORNITZKI and POLLEN SERVICES LIMITED

REASONS AND DECISION ON SANCTIONS AND COSTS
(Subsection 127(1) and Section 127.1 of the Act)

Hearing:	April 13 and 14, 2015		
Decision:	June 24, 2015		
Panel:	Edward P. Kerwin	–	Chair of the Panel
	Deborah Leckman	–	Commissioner
	AnneMarie Ryan	–	Commissioner
Appearances:	Cullen Price Albert Pelletier Clare Devlin	–	For Staff of the Commission
	Peter Howard Ellen Snow	–	For Henry Fiorillo
	Donald Sheldon Patricia McLean	–	For Dennis Wing
	David Moore Ken Jones	–	For Kimberley Stephany
	James Douglas Caitlin Sainsbury	–	For Eda Marie Agueci

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REASONS AND DECISION

I. BACKGROUND

[1] This was a hearing before the Ontario Securities Commission (the "Commission") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), to consider whether it is in the public interest to make an order with respect to sanctions and costs against Eda Marie Agueci ("Agueci"), Dennis Wing ("Wing"), Henry Fiorillo ("Fiorillo"), Kimberley Stephany ("Stephany"), and Pollen Services Limited ("Pollen") (collectively, the "Respondents").

[2] The proceeding commenced on February 7, 2012 when the Commission issued a Notice of Hearing in connection with a Statement of Allegations filed by Enforcement Staff of the Commission ("Staff") on the same day. An Amended Statement of Allegations was filed and served by Staff on September 26, 2013.

[3] The hearing on the merits in this proceeding took place over 57 days between September 30, 2013 and April 30, 2014. Additional submissions were provided by Staff and the Respondents on or prior to September 30, 2014. The decision on the merits was issued on February 11, 2015.[1] The hearing to consider sanctions and costs in this proceeding was held on April 13 and 14, 2015 and forms the basis for these reasons (the "Sanctions and Costs Hearing"). All of the Respondents, except Pollen, attended and made submissions on sanctions and costs.

II. MERITS DECISION

[4] The Merits Decision dealt with alleged breaches of various sections of the Act relating to insider trading, tipping, misleading Staff and/or breaching a confidentiality provision as it relates to the Commission's investigation.

[5] Our findings on the merits with respect to the Respondents can be summarized as follows:

(a) Agueci:

i. breached subsection 76(2) of the Act and acted contrary to the public interest by informing others, other than in the necessary course of business, of material facts regarding five reporting issuers: Energy Metals Corporation ("EMC"), Northern Orion Resources Inc. ("NNO"), Meridian Gold Inc. ("Meridian"), HudBay Minerals Inc. ("HudBay") and/or Coalcorp Mining Inc. ("Coalcorp"), before the facts had been generally disclosed;

ii. misled Staff, contrary to subsection 122(1)(a) of the Act and the public interest;

[1] *Re Eda Marie Agueci et al* (2015), 38 O.S.C.B. 1573 (the "Merits Decision").

iii. disclosed information to certain of the Respondents in breach of a confidentiality provision, section 16 of the Act and acted contrary to the public interest; and

iv. engaged in conduct contrary to the public interest through her involvement with a secret account, her failure to disclose that account to her employer and her impersonation of her mother when placing trades in that account;

(b) Wing:

i. breached subsection 76(1) of the Act and acted contrary to the public interest by purchasing securities of EMC and HudBay with knowledge of material facts, which had not been generally disclosed, having learned of those facts from Agueci, when Wing knew or ought to have known that Agueci was in a special relationship with the subject reporting issuer;

ii. authorized, permitted or acquiesced in Pollen's non-compliance with Ontario securities law in respect of Pollen's illegal purchases of securities of EMC, NNO, Meridian and HudBay, such that Wing was deemed to also have not complied with Ontario securities law, pursuant to section 129.2 of the Act; and

iii. misled Staff, contrary to subsection 122(1)(a) of the Act and the public interest;

(c) Pollen, through Wing, breached subsection 76(1) of the Act and acted contrary to the public interest by purchasing securities of EMC, NNO, Meridian and HudBay with knowledge of material facts, which had not been generally disclosed, having learned of those facts from Agueci, when Pollen knew or ought to have known that Agueci was in a special relationship with the subject reporting issuer;

(d) Fiorillo breached subsection 76(1) of the Act and acted contrary to the public interest by purchasing securities of EMC, HudBay and Coalcorp with knowledge of material facts, which had not been generally disclosed, having learned of those facts from Agueci, when Fiorillo knew or ought to have known that Agueci was in a special relationship with the subject reporting issuer;

(e) Stephany:

i. breached subsection 76(1) of the Act and acted contrary to the public interest by purchasing securities of EMC, HudBay and Coalcorp with knowledge of material facts, which had not been generally disclosed, having learned of those facts from Agueci, when Stephany knew or ought to have known that Agueci was in a special relationship with the subject reporting issuer;

ii. engaged in conduct contrary to the public interest through her recommendation to her client, S.P., that he buy shares of EMC and HudBay, and execution of orders to purchase those shares with knowledge of the undisclosed material facts received from Agueci.[2]

[6] It is this conduct and these findings that we consider in determining the appropriate sanctions to impose in this matter.

III. LAW ON SANCTIONS

[7] The Commission's mandate is: (i) to protect investors from unfair, improper or fraudulent practices; and (ii) to foster fair and efficient capital markets and confidence in the capital markets.[3]

[8] The Commission has a public interest jurisdiction to order sanctions that may limit or prohibit participation in the Ontario capital markets in the future by "those whose past conduct is so abusive as to warrant apprehension of future conduct detrimental to the integrity of the capital markets".[4] The Commission's role when imposing sanctions is not to punish past conduct, but to restrain "future conduct that is likely to be prejudicial to the public interest in having capital markets that are both fair and efficient".[5]

[9] The Commission must ensure that the sanctions imposed are proportionate to the circumstances of the case and the conduct of each respondent. Factors that the Commission has considered in determining appropriate sanctions include:

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2 *Ibid*. at para. 737.

3 Section 1.1 of the Act.

4 *Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, [2001] 2 S.C.R. 132 at para. 43.

5 *Re Mithras Management Ltd.* (1990), 13 O.S.C.B. 1600 at p. 1611.

(a) the seriousness of the allegations;

(b) the respondent's experience in the marketplace;

(c) the level of a respondent's activity in the marketplace;

(d) whether or not there has been recognition of the seriousness of the improprieties;

(e) whether or not the sanctions imposed may serve to deter not only those involved in the case being considered, but any like-minded people from engaging in similar abuses of the capital markets;

(f) any mitigating factors;

(g) the size of any profit made or loss avoided from the illegal conduct;

(h) the size of any financial sanctions or voluntary payment when considering other factors;

(i) the effect any sanction might have on the livelihood of a respondent;

(j) the restraint any sanctions may have on the ability of a respondent to participate without check in the capital markets;

(k) the reputation and prestige of the respondent;

(l) the shame or financial pain that any sanction would reasonably cause to the respondent; and

(m) the remorse of the respondent.[6]

[10] Deterrence, both general and specific, is an important factor that the Commission may consider when determining appropriate sanctions. In *Cartaway*, the Supreme Court of Canada stated that: "… it is reasonable to view general deterrence as an appropriate, and perhaps necessary, consideration in making orders that are both protective and preventative".[7]

[11] The panel in *Limelight Sanctions* considered the deterrent purpose of administrative penalties. Specifically, the Commission stated:

> The purpose of an administrative penalty is to deter the particular respondents from engaging in the same or similar conduct in the future and to send a clear deterrent message to other market participants that the conduct in question will not be tolerated in Ontario capital markets.[8]

[12] There is no formula for determining an administrative penalty. Factors to be considered in determining an appropriate administrative penalty include: the seriousness of the misconduct; whether there were multiple and/or repeated breaches of the Act; whether the respondent realized any profit as a result of his or her misconduct; the amount of money raised or obtained from investors; and the level of administrative penalties imposed in other cases.[9]

[13] Subsection 127(1)10 of the Act provides that a person or company that has not complied with Ontario securities law can be ordered to disgorge to the Commission "any amounts obtained" as a result of the non-compliance. When determining the appropriate disgorgement orders, the Commission is guided by a non-exhaustive list of factors set out in *Limelight Sanctions* at para. 52, including:

(a) whether an amount was obtained by a respondent as a result of non-compliance with the Act;

(b) the seriousness of the misconduct and the breaches of the Act and whether investors were seriously harmed;

(c) whether the amount that a respondent obtained as a result of non-compliance with the Act is reasonably ascertainable;

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6 *Re Belteco Holdings Inc.* (1998), 21 O.S.C.B. 7743 at 7746; *Re M.C.J.C. Holdings Inc.* (2002), 25 O.S.C.B. 1133 ("*M.C.J.C. Holdings*") at 1136.

7 *Re Cartaway Resources Corp.*, [2004] 1 S.C.R. 672 at para. 60.

8 *Re Limelight Entertainment Inc.* (2008), 31 O.S.C.B. 12030 ("*Limelight Sanctions*") at para. 67.

9 *Re MRS Sciences Inc. et al.* (2014), 37 O.S.C.B. 5611 at para. 105, citing *Limelight Sanctions*, *supra* at paras. 71 and 78.

(d) whether the individuals who suffered losses are likely to be able to obtain redress; and

(e) the deterrent effect of a disgorgement order on the respondents and other market participants.

IV. THE SERIOUSNESS OF CERTAIN ALLEGATIONS

A. Insider Trading and Tipping

[14] The Commission determined, in *Landen*, that "[i]nsider trading is an extremely serious offence under the Act".[10] The Commission has stated in several decisions that "[i]llegal insider trading by its very nature is a cancer that erodes public confidence in the capital markets. It is one of the most serious diseases our capital markets face."[11]

[15] As noted in *Suman*, the Commission views insider trading and tipping to be "equally reprehensible".[12]

[16] Agueci's conduct in tipping the other Respondents in breach of subsection 76(2) of the Act and the conduct of the other Respondents in trading in breach of subsection 76(1) of the Act are among the most serious contraventions of the Act.

B. Misleading Staff

[17] The Commission has held that misleading Staff is a particularly egregious violation of the public interest and a serious breach of the Act.[13]

[18] The importance of providing full and accurate information to the Commission was enunciated forcefully by the Ontario Court of Appeal in Wilder and restated in Moncasa:

> The [Commission] is charged with the statutory obligation to do its best to ensure that those involved in the securities industry provide fair and accurate information so that public confidence in the integrity of the capital markets is maintained. It is difficult to imagine anything that could be more important to protecting the integrity than ensuring that those involved in those markets, whether as direct participants or as advisers, provide full and accurate information to the [Commission].[14]

V. APPROPRIATE SANCTIONS

A. Agueci

1. Specific Sanctioning Factors

[19] Agueci initiated the course of conduct that led to multiple violations of Ontario securities law by other Respondents. Without her tipping, the other Respondents could not have engaged in illegal insider trading in the relevant issuers' securities. Agueci was an employee of a registrant and in her role as executive assistant to the Head of Investment Banking at GMP Securities L.P. ("GMP"), she had frequent knowledge of and access to confidential client information. She most certainly should have understood the importance of the confidential information acquired in the course of her employment. She was required to attend presentations regarding compliance and to make annual certification that she understood GMP's Confidentiality Agreement and Compliance Manual, among other documents. Her conduct in informing others of generally undisclosed material facts obtained in the course of her employment at GMP was a serious abuse of her position and undermines confidence in the capital markets.

[20] An aggravating factor for Agueci was her subsequent misconduct in misleading Staff and breaching confidentiality during the Commission's investigation.

[21] We have considered that Agueci had some experience and was active in the marketplace. However, there was no evidence that she profited from her misconduct and we acknowledge that this proceeding has had an impact on her livelihood in the securities industry.

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10 *Re Landen* (2010), 33 O.S.C.B. 9489 ("Landen") at para. 56.

11 *M.C.J.C. Holdings*, *supra* at 1135; See also *Re Harper* (2004) 27 O.S.C.B. 3937 at para. 49 and *Re Donnini* (2002), 25 O.S.C.B. 6225 ("*Donnini*") at para. 202.

12 *Re Shane Suman and Monie Rahman* (2012), 35 O.S.C.B. 11218 ("*Suman*") at para. 32.

13 *Re Moncasa Capital Corporation and John Frederick Collins* (2014), 37 O.S.C.B. 229 at para. 21 and *Re Norshield Asset Management (Canada) Ltd. et al.* (2010), 33 O.S.C.B. 7171 ("*Norshield*") at para. 83.

14 *Re Moncasa Capital Corporation and John Frederick Collins* (2013), 36 O.S.C.B. 5320 at para. 149, citing *Wilder et al v. Ontario Securities Commission* (2001), 53 O.R. (3d) 519 (C.A.) at para. 22.

[22] Agueci provided very limited information about her current financial status. She tendered no evidence with respect to her assets or investments. Her counsel provided us with unsigned 2013 Canada Revenue Agency documents that do not provide satisfactory evidence of her current income. We find it inconsistent that, despite her submission that she has limited ability to pay financial sanctions and costs, Agueci seeks a trading and acquisition ban carve-out to retain one or more portfolio managers. We also place no weight on the unsworn letter of "Ermina Agueci", which states that she is Agueci's dependent, but provides no corroborating evidence.

2. Market Prohibitions

[23] Staff seeks permanent prohibitions against Agueci with respect to: (i) trading and acquisition of securities; (ii) exemptions available under Ontario securities law; (iii) her ability to become or act as an officer or director of any reporting issuer, a registrant or an investment fund manager; and (iv) her ability to be a registrant, investment fund manager or promoter.

[24] Agueci takes the position that more appropriate prohibitions would be: a trading and acquisition ban for a period of no longer than ten years, subject to a carve-out; and both a ban on acting as a director or officer of any reporting issuer, registrant or investment fund manager and a ban on acting as a registrant, investment fund manager or promoter, for no longer than ten years.

[25] In considering the sanctioning factors applicable to Agueci, we are not satisfied that she should ever be permitted to participate without check in the capital markets. Permanent market prohibitions would serve to protect the public as well as to deter Agueci and like-minded individuals from engaging in similar abuses of our capital markets. As a result, we agree with Staff's submissions that the type and term of market prohibitions sought in respect of Agueci are proportionate and preventative. However, we are prepared to grant Agueci a limited trading and acquisition ban carve-out for purposes of retirement and tax planning in particular types of securities. The trading and acquisition ban carve-out detailed in our order will be available to Agueci only upon full payment of the administrative penalties and costs ordered against her.

[26] We note that, unlike Fiorillo, who is discussed below, Agueci provided no evidence to support her submission that she should be permitted to trade through a portfolio manager. We have no way of assessing her current holdings, for example, regarding the holdings previously held in a second secret account, or the impact of sanctions in that respect. Therefore, we are not satisfied that we ought to permit such a carve-out in the circumstances.

3. Administrative Penalties

[27] Staff submits that Agueci should pay administrative penalties totalling $350,000, composed of: (i) $225,000 for nine instances of tipping, contrary to subsection 76(2) of the Act; (ii)$100,000 for misleading Staff, contrary to subsection 122(1) of the Act; and (iii)$25,000 for breaching the confidentiality relating to Staff's investigation, contrary to section 16 of the Act.

[28] Agueci argues that an administrative penalty of $100,000 is more appropriate.

[29] We determine that administrative penalties amounting to $225,000 for her nine breaches of subsection 76(2) of the Act are proportionate. Agueci engaged in multiple and repeated serious breaches of the Act by tipping others in respect of five reporting issuers. This conduct was serious, but not on the same scale as the breaches of subsection 76(2) of the Act by a registrant, an officer and a director, such as Wing, for instance, and Agueci did not appear to profit from her misconduct.

[30] A further administrative penalty of $100,000 for having knowingly misled Staff and an additional administrative penalty of $25,000 for disclosing information to certain of the Respondents in breach of a confidentiality provision in the Act are also appropriate in the circumstances. Agueci made misrepresentations regarding secret accounts and showed little regard for the integrity of Staff's investigation. In coming to our conclusion, we considered the administrative penalties in the range of $25,000 to $500,000, which have been ordered in matters where respondents misled Staff.[15]

[31] In summary, Agueci is ordered to pay a total amount of $350,000 in administrative penalties for her non-compliance with the Act.

[15] *Limelight Sanctions*, *supra* at para. 75; *Re Hu*, 2011 BCSECCOM 514 at 33; *Norshield*, *supra* at para. 113.

B. Wing and Pollen

1. Specific Sanctioning Factors

[32] Wing was an experienced registrant who had held senior positions in the securities industry for 35 years. As an officer and director of a registrant, he should have understood the importance of compliance with securities regulation. His misuse of generally undisclosed material information to realise profits for himself and Pollen were serious contraventions of Ontario securities law. Wing bears responsibility, by virtue of section 129.2 of the Act, for Pollen's misconduct in this matter. For the purposes of this proceeding we attribute Pollen's misconduct to Wing, who authorized, permitted or acquiesced in Pollen's non-compliance with the Act.

[33] We conclude that Wing was very experienced and highly active in the marketplace. While this proceeding has undoubtedly had an impact on his livelihood and reputation, he cannot be permitted to participate in the market, without check, in circumstances where he repeatedly disregarded his responsibilities under Ontario securities law and significantly profited, collectively with Pollen, in the amount of $520,916, from his misconduct.

[34] An aggravating factor for Wing was his subsequent and repeated conduct in misleading Staff during the course of its investigation. Wing was consciously hiding his beneficial interest, trading activity and financial gains in Pollen's Swiss account, which he controlled. He took active steps to keep secret his connection to, and interest in, Pollen's Swiss account. He subsequently continued to deny the existence of a personal account at the same foreign institution during the course of the merits hearing, despite having been shown documentary evidence for the personal account, which included a copy of his passport and account opening documents signed by him. At the time of Staff's investigation in 2011, Wing was both chief compliance officer ("CCO") and ultimate designated person ("UDP") of his firm. His conduct in misleading Staff demonstrates a serious disregard for the investigative process of the Commission.

2. Market Prohibitions

[35] Staff seeks permanent prohibitions against Wing with respect to: (i) trading and acquisition of securities; (ii) exemptions available under Ontario securities law; (iii) his ability to become or act as an officer or director of any reporting issuer, a registrant or an investment fund manager; and (iv) his ability to be a registrant, investment fund manager or promoter. Staff also submits that Wing should be ordered to resign as a director or officer of any reporting issuer or registrant. For Pollen, Staff seeks permanent prohibitions with respect to: (i) trading and acquisition of securities; and (ii) exemptions available under Ontario securities law.

[36] Wing takes the position that more appropriate prohibitions would be: a trading ban for a period of two years, subject to a carve-out; a ban on holding any position as a director or officer of a registrant, for two years; and a two-year suspension of his registration.

[37] Having considered the sanctioning factors applicable to Wing, we find that he should not, in any circumstance, ever be permitted to participate without check in the capital markets. Permanent market prohibitions against Wing would serve to protect the public as well as to deter him and like-minded people from engaging in similar abuses of our capital markets. As a result, we agree with Staff's submissions that the type and term of market prohibitions sought in respect of Wing are proportionate and preventative. Nevertheless, we are prepared to grant Wing the same limited trading and acquisition ban carve-out permitted to Agueci, which will be available to Wing only upon full payment of the administrative penalties, disgorgement and costs ordered against him.

3. Disgorgement and Administrative Penalties

[38] Staff submits that Wing ought to disgorge $520,916, representing amounts obtained by him and Pollen as a result of their illegal conduct. Staff also requests that the Commission order Wing to pay administrative penalties totalling $1,750,000, composed of: (i) $1,500,000 for six instances of insider trading, contrary to subsection 76(1) of the Act; and (ii)$250,000 for misleading Staff, contrary to subsection 122(1) of the Act.

[39] Wing argues that his circumstances closely mirror those of Mr. White's settlement in IBK and, therefore, no administrative penalty or disgorgement should be ordered against him.[16] Wing further submits that he should be entitled to net his losses in securities of relevant issuers for the purposes of any disgorgement ordered.

[40] The circumstances of Wing can be differentiated clearly from the circumstances of White in *IBK*. Most significantly, White and IBK were sanctioned pursuant to a negotiated settlement with Staff, whereas Wing and Pollen contested the allegations, as reflected in the Merits Decision. Furthermore, White and IBK engaged in the sales of shares of one issuer, mainly in a three-day period, while in possession of the facts concerning two private placements of shares of the

[16] *Re IBK Capital Corp.* (2010), 33 O.S.C.B. 9471 ("*IBK*").

issuer. By comparison, Wing and Pollen, through Wing, engaged in the purchase of shares of four issuers over approximately an 80-day period while in possession of the facts of four proposed merger and acquisition transactions, which had not been generally disclosed. Finally, White and IBK sold approximately $600,000 in shares of the one issuer on the TSX, while Wing and Pollen acquired more than $4,530,000 in shares of four publicly traded target companies. We do not find the orders made in the IBK settlement to be persuasive or applicable to this matter.

[41] Also, we are not persuaded by Wing's submission that he ought to be permitted to net his loss from impugned trades in securities of one issuer against profits realized in others. In *Limelight Sanctions*, as in this case, the matter of what amounts were "obtained" was at issue. The Commission determined that:

> the legal question is not whether a respondent "profited" from the illegal activity but whether the respondent "obtained amounts" as a result of that activity. In our view, this distinction is made in the Act to make clear that all money illegally obtained from investors can be ordered to be disgorged, not just the "profit" made as a result of the activity.[17]

[42] We find that the same principle ought to be followed in this matter. Wing and Pollen ought not to be permitted to discount or set off any loss against amounts obtained through breaches of the Act. We agree that all money illegally obtained from insider trading can, and in this case should, be ordered to be disgorged, rather than just the net "profit" made as a result of the activity.

[43] Furthermore, Wing proposed that the 20-day average price of a security be considered for disgorgement purposes. In our view, the language of the Act contemplates an order for disgorgement that is founded on evidence, which identifies amounts obtained by a respondent as a result of a violation of the Act, and is not dependent on a theoretical calculation of what could potentially have been obtained by that respondent.

[44] We find that Wing and Pollen should jointly and severally disgorge the amount of $520,916. As stated above, Wing bears responsibility, by virtue of section 129.2 of the Act, for Pollen's misconduct in this matter. He held authority over and benefitted from Pollen's Swiss account and, therefore, we determine that he should be jointly and severally liable for payments obtained as a result of his and Pollen's non-compliance, which was directed by him.

[45] We determine that administrative penalties totalling $1,500,000 for the six breaches of subsection 76(1) of the Act by Wing and Pollen, through Wing, are appropriate. Wing and Pollen, through Wing, engaged in multiple and repeated serious breaches of the Act by trading with knowledge of material facts that were generally undisclosed in respect of four reporting issuers. Wing's conduct was egregious. At the time of his misconduct, Wing was registered as an officer and director of his firm. In addition, he attempted to conceal the impugned trading activity. We find his conduct reprehensible and determine that administrative penalties that amount to approximately three times the profit obtained from his misconduct should be ordered jointly and severally against him and Pollen.

[46] In addition, we determine that Wing should pay an administrative penalty of $250,000 for his repeated breaches of subsection 122(1) of the Act, by misleading Staff. His conduct undermined the investigation with respect to issues that later became the subject-matter of the proceeding, including details in respect of Pollen's Swiss account. Moreover, at the time Wing misled Staff, he was registered as the UDP and CCO, the person ultimately responsible for compliance at his firm.

[47] In total, Wing and Pollen are jointly and severally ordered to disgorge $520,916 and to pay $1,500,000 in administrative penalties for non-compliance with subsection 76(1) of the Act. In addition, Wing is ordered to pay and administrative penalty of $250,000 for his non-compliance with subsection 122(1) of the Act.

C. Fiorillo

1. Specific Sanctioning Factors

[48] Fiorillo was a registrant, a sophisticated and very experienced market participant and, of all the Respondents, the most active in the marketplace. He profited in the amount of $175,138, as a result of an informational advantage illegally obtained over other investors.

[49] Fiorillo's Affidavit states that since this proceeding was commenced, he has suffered harm in his personal and professional life. While this proceeding may have had an impact on Fiorillo's livelihood, we note that Fiorillo's testimony at the merits hearing indicated his intention, long before the hearing commenced, was to take a diminished role in his business. We accept, however, that Fiorillo's previously unblemished reputation has been impacted by the matter, causing him anxiety and stress, which we find to be a mitigating factor for Fiorillo.

[17] *Limelight Sanctions*, *supra* at para. 49.

[50] We also acknowledge that Fiorillo engaged in fewer violations of the Act, relative to the other Respondents.

2. Market Prohibitions

[51] Staff seeks prohibitions against Fiorillo with respect to: (i) trading and acquisition of securities, for 15-20 years; (ii) exemptions available under Ontario securities law, permanently; (iii) his ability to become or act as an officer or director of any reporting issuer, for 15-20 years; (iv) his ability to become or act as an officer or director of any reporting issuer, a registrant or an investment fund manager, permanently; and (v) his ability to be a registrant, investment fund manager or promoter, permanently. Staff also submits that Fiorillo should be ordered to resign as a director or officer of any reporting issuer or registrant.

[52] Fiorillo takes the position that more appropriate prohibitions would be: a trading and acquisition ban for a period of no longer than two and half years, subject to a permissive and complex carve-out; and both a ban on acting as a director or officer of any reporting issuer, registrant or investment fund manager and a ban on acting as a registrant, investment fund manager or promoter, for no longer than two and half years.

[53] Having considered the sanctioning factors applicable to Fiorillo, we are concerned that to accept his position would essentially permit him to participate without check in the capital markets. For a respondent who is and has been as active in the markets as Fiorillo, we determine that market prohibitions for a period of 15 years, notwithstanding his age, are required to protect the public as well as to serve purposes of general and specific deterrence. As a result, we agree with Staff's submissions that the type and term of market prohibitions sought are proportionate and preventative. We have determined, however, in the circumstances, to impose the trading and acquisition prohibitions on Fiorillo subject to: (i) the same limited carve-out permitted to the other Respondents (the "Specific Securities Carve-Out"); (ii) allowing a six-month period for liquidation of his current securities, held in those accounts over which Fiorillo exercises direction and control (the "Liquidation Carve-Out"); and (iii) specific provisions permitting Fiorillo to retain registered dealer/portfolio manager(s) to manage Fiorillo's investments (the "Portfolio Manager Carve-Out").

[54] The Specific Securities Carve-Out and the Portfolio Manager Carve-Out will be available to Fiorillo only upon full payment of the administrative penalties, disgorgement and costs ordered against him. Although Fiorillo submitted that he should be granted 45 days to pay those amounts, we do not find it appropriate or in the public interest to grant Fiorillo the additional time requested to pay monetary sanctions and costs in order to access the benefits of the additional carve-outs granted.

[55] Fiorillo will be granted the Specific Securities Carve-Out, a limited trading and acquisition ban carve-out for purposes of retirement and tax planning in particular types of securities, as provided in the order. Although Fiorillo provided the Panel with a draft order, which included a carve-out to trade or acquire certain securities, including those of non-reporting issuers, he did not provide compelling submissions on why we ought to permit him to trade or acquire those securities. We are mindful that non-reporting issuers can and do become reporting issuers. In accordance with our view that, given his conduct, Fiorillo should not be permitted to participate in the capital markets for 15 years, subject to narrow exceptions, we are not satisfied that it would be in the public interest to permit such a carve-out.

[56] With respect to the Liquidation Carve-Out, we do not accept Fiorillo's submission to permit him one year to liquidate or flatten his options exposure to limit loss. Fiorillo did not provide evidence of how he calculated his potential loss or exposure. Fiorillo should not be unduly affected by our order due to the complexity of his portfolio, but he should also not be able to enjoy the privilege of trading in a manner that is so permissive that it has virtually no deterrent effect at all. We are mindful that Fiorillo took on certain positions after the merits decision was issued with knowledge that he might, in future, be subject to trading prohibitions that could affect his positions. In balancing the issues, we find that a six-month liquidation period is both appropriate and proportionate. Our intention in granting a six-month period for liquidation of securities held in accounts over which Fiorillo exercises direction and control is to allow Fiorillo to unwind all existing positions, including options. During the six-month period, Fiorillo is permitted to do the following, in accounts over which he exercises direction and control:

(a) trade or acquire put/call options only to flatten existing positions so that at the end of the six-month period he will have no outstanding exposure to options;

(b) exercise any options that expire within the six-month period and trade or acquire the related stock position as necessary; and

(c) trade any other securities held in those accounts.

[57] With respect to the Portfolio Manager Carve-Out, Fiorillo will be allowed to retain the services of and maintain relationships with one or more independent, arms-length portfolio managers, who are registered under Ontario securities law, to manage his investments. Such dealer/portfolio manager(s) must have sole discretion over trading or

acquisition in Fiorillo's accounts. Further, Fiorillo is permitted to have annual discussions with such dealer/portfolio manager(s) solely for the purpose of conveying general investment objectives, suitability information, and risk tolerance. We will not permit Fiorillo to have discussions with his dealer/portfolio manager(s), which could provide him with direction or control over the selection of specific securities.

[58] As the Commission determined in *Landen*: "[w]e do not find it appropriate to provide a more general trading carve-out. In our view, a person who commits a serious insider trading offence should have limited rights to trade securities in the future."[18] In our view, the carve-outs determined by the Panel for Fiorillo are appropriate and necessary to prevent future harm and provide deterrence. For the purposes of the carve-outs sought by Fiorillo, our message is clear: if you are found to have engaged in illegal insider trading, you will be denied access to the market.

3. Disgorgement and Administrative Penalties

[59] Staff submits that Fiorillo ought to disgorge $175,138, representing amounts obtained by him as a result of his illegal conduct. Staff also requests that the Commission order Fiorillo to pay administrative penalties totalling $500,000 in respect of three instances of insider trading, contrary to subsection 76(1) of the Act.

[60] Fiorillo argues that an administrative penalty of $227,493, or one and one half times the profit earned, is more appropriate. Fiorillo also submits that an order that he disgorge $151,662 would take into account his options trading, which includes a loss on HudBay securities.

[61] For the same reasons articulated above with respect to Wing, we are not prepared to offset Fiorillo's profit obtained through breaches of the Act by losses on stocks or options trading. We find it appropriate to order that he disgorge the full amount of $175,138 obtained as a result of his non-compliance with the Act.

[62] We find that administrative penalties totalling $350,000 for Fiorillo's breaches of subsection 76(1) of the Act are appropriate. Fiorillo engaged in multiple serious breaches of the Act by trading with knowledge of material facts that were generally undisclosed in respect of three reporting issuers. At the time of his misconduct, Fiorillo was registered with the Commission. However, Fiorillo did not attempt to conceal his trading, he did not have the same elevated responsibility of a UDP or CCO, and he had fewer breaches than Wing and Pollen combined. We determine that an amount of approximately two times the profit earned from his misconduct ought to be ordered against him.

[63] In total, Fiorillo is ordered to disgorge $175,138 and to pay $350,000 in administrative penalties for his non-compliance with the Act.

D. Stephany

1. Specific Sanctioning Factors

[64] Stephany was a registrant, an experienced market participant and was moderately active in the marketplace. She made a modest profit in the amount of $7,511, as a result of her misuse of generally undisclosed material facts. In addition, she engaged in conduct contrary to the public interest in recommending to her client that he buy securities and in executing orders to purchase those securities with knowledge of the undisclosed material facts received from Agueci.

[65] It is evident in Stephany's case that this proceeding has had a significant impact on her livelihood. Her affidavit states that she left the securities industry in pursuit of higher education and that she has had difficulty in gaining meaningful employment since being terminated, as a result of being named as a respondent in this proceeding. She attested to the fact that she has no intention to return to the investment industry and notes that it is unlikely that her future income will ever approach the levels previously earned.

[66] We accept Stephany's evidence that she has limited ability to pay at this time and consider it to be a mitigating factor for her. As a result, we will take into account the financial pain that the size of any financial sanction could reasonably cause her.

[67] We also accept that Stephany showed recognition of the seriousness of her improprieties and appears to have some remorse regarding findings with respect to her conduct.

[18] *Landen*, *supra* at para. 63.

2. Market Prohibitions

[68] Staff seeks prohibitions against Stephany with respect to: (i) trading and acquisition of securities, for 15-20 years; (ii) exemptions availabile under Ontario securities law, permanently; (iii) her ability to become or act as an officer or director of any reporting issuer, for 15-20 years; (iv) her ability to become or act as an officer or director of any reporting issuer, a registrant or an investment fund manager, permanently; and (v) her ability to be a registrant, investment fund manager or promoter, permanently.

[69] Stephany takes the position that more appropriate prohibitions would include a carve-out from the trading and acquisition bans. At the Sanctions and Costs Hearing, Staff and Stephany jointly filed proposed terms for this carve-out. We determined that the terms of the carve-out from trading and acquisition bans that are permitted to Stephany should be consistent with the comparable carve-outs permitted to the other Respondents and may include mutual fund securities, which securities include index-fund securities, and exchange-traded securities, GICs and government bonds, but not "bonds" generally.

[70] Having considered the sanctioning factors applicable to Stephany, we find that market prohibitions for a period of 15 years would serve to protect the public as well as to deter Stephany and like-minded registrants from engaging in similar abuses of our capital markets. As a result, we agree with Staff's submissions that the type and term of market prohibitions sought are proportionate and preventative, subject to the same limited carve-out permitted to the other Respondents, for purposes of retirement and tax planning, in particular types of securities. Similarly, the trading and acquisition carve-out detailed in our order shall be available to Stephany only upon full payment of the administrative penalties, disgorgement and costs ordered against her.

3. Disgorgement and Administrative Penalties

[71] Staff submits that Stephany ought to disgorge $7,511, representing amounts obtained by her as a result of her illegal conduct. Staff also requests that the Commission order Stephany to pay administrative penalties totaling $30,000 representing three instances of insider trading, contrary to subsection 76(1) of the Act.

[72] Stephany does not take issue with the disgorgement order sought, but argues that an administrative penalty of $7,511, equal to the disgorgement order would be appropriate in her circumstances.

[73] We find that administrative penalties totalling $15,000 in respect of Stephany's breaches of subsection 76(1) of the Act would be commensurate with her conduct and circumstances. Stephany, like Fiorillo, engaged in multiple serious breaches of the Act by trading with knowledge of material facts that were generally undisclosed in respect of three reporting issuers. At the time of her misconduct, she, too, was registered with the Commission. However, she did not have the same elevated responsibility of a UDP, and she had fewer breaches than Wing and Pollen combined. Stephany's livelihood was also significantly impacted by her misconduct. We determine that an amount of approximately two times the profit earned from her misconduct ought to be ordered against her.

[74] In total, Stephany is ordered to disgorge $7,511 and to pay $15,000 in administrative penalties for her non-compliance with the Act.

VI. REPRIMANDS

[75] We hereby reprimand each of Eda Marie Agueci, Dennis Wing, Henry Fiorillo, Kimberley Stephany, and Pollen Services Limited for their respective conduct in violation of Ontario securities law.

VII. COSTS

[76] The Commission has discretion to order a person or company to pay the costs of an investigation and hearing if the Commission is satisfied that the person or company has not complied with the Act or has not acted in the public interest (section 127.1 of the Act). We considered the factors in Rule 18.2 of the Commission's *Rules of Procedure* and the factors cited in the *Ochnik* decision in exercising our discretion to order costs.[19]

[77] Staff seeks total costs in the amount of $675,000, inclusive of fees and disbursements, reflecting time spent investigating and litigating the matter by two Staff members in each phase, a litigation counsel and forensic accountant. Staff submits that the total costs sought takes into account the fact that some allegations were not ultimately proven by including a 50% discount. Staff also submits that the costs should be apportioned among the Respondents based on the number of allegations proven against them, in the following manner:

[19] The Commission's *Rules of Procedure*, (2014) 37 O.S.C.B. 4168; *Re Ochnik* (2006), 29 O.S.C.B. 5917 at para. 29.

(a) Agueci to pay costs of $309,375 for 11 findings made against her;

(b) Wing/Pollen to pay costs, jointly and severally, of $196,875 for 7 findings made against them;

(c) Fiorillo to pay costs of $84,375 for 3 findings made against him; and

(d) Stephany to pay costs of $84,375 for 3 findings made against her.

[78] Agueci and Fiorillo submit that Staff was only successful in proving 40% of the allegations, such that costs should be reduced by 60%, rather than 50%. Agueci submits that she did not participate and is not responsible for the length of the hearing, or manner by which Staff adduced evidence, and that she should pay no more than $50,000. Fiorillo takes issue with the description of tasks in Staff's Bill of Costs as being overly generic and submits that his proportionate share of costs is $68,512.50.

[79] Wing takes the position that Staff's request for costs includes both costs for individuals and matters outside of the proceeding and excessive time for preparation. Wing further argues that the costs sought fail to acknowledge: (i) that costs for one counsel are acceptable; (ii) the unnecessary length of the hearing; (iii) the allegations that were dismissed; (iv) Wing had no involvement in allegations against other respondents; and (v) Pollen did not participate in the hearing.

[80] Stephany submits that an award of costs is discretionary. She notes that given her modest financial circumstances, modest hopes for employment and income, considered with the disgorgement and administrative penalties to be ordered against her, the quantum of costs against her should be in the $12,500 range.

[81] The total costs incurred, of approximately $2.7 million, include five Staff members engaged in the investigative stage and seven engaged in the litigation phase of the matter. Staff reduced the costs to account for only one litigation counsel and one forensic accountant for each phase and discounted certain disbursements, which reduced the total costs to approximately $1.5 million. Staff then further reduced that amount by deducting $200,000 in costs received from a settlement and further applied a 50% discount to account for the fact that some allegations were not ultimately proven. We find this reduced global amount of $675,000 to be a reasonable and conservative calculation by Staff.

[82] The panel is satisfied that Staff has provided sufficiently comprehensive dockets in support of the costs sought.

[83] This was a complex matter, involving a myriad of merger and acquisition transactions and two Respondents who misled Staff, which lengthened the investigation. We do not find that Staff unnecessarily lengthened the hearing process. In our view, it is incumbent on both sides to facilitate hearing efficiency. Staff proposed to file exhibits at the beginning of the hearing and certain of the Respondents' counsels argued that any document that was not specifically spoken to should be removed, so Staff was required to lay out each document to be tendered. It would have been helpful to the Panel, and likely more efficient, if all parties had approached the process in a more collaborative manner.

[84] We note that Agueci and Wing did not cooperate with Staff throughout the investigation. Wing did not admit to having a Swiss account, even when confronted with evidence to the contrary, all of which contributed unnecessarily to higher costs. Furthermore, while Agueci and Pollen did not participate in the merits hearing, they also did not contribute to a more efficient process by admitting undisputed facts, for instance. As a result, we have assigned a greater amount of the costs to Agueci, Wing and Pollen.

[85] Fiorillo and Stephany cooperated during the investigation and presented their cases efficiently at the hearings, which assisted the Panel in its deliberations. We note, for instance, that Fiorillo cooperated with the Commission in providing financial disclosure to facilitate assessment of appropriate sanctions. We are also mindful that Stephany's ability to pay costs is extremely limited on the evidence before us.

[86] It was the illegal conduct of the Respondents that gave rise to this proceeding and we have concluded that it is appropriate to order the payment of costs in the total amount of $675,000. Based on factors in Rule 18.2 of the Commission's *Rules of Procedure* and the factors cited in the *Ochnik* decision, we apportion the costs as follows:

(a) Agueci shall pay costs of $300,000;

(b) Wing and Pollen shall pay costs, jointly and severally, of $300,000;

(c) Fiorillo shall pay costs of $50,000; and

(d) Stephany shall pay costs of $25,000.

VIII. CONCLUSION

[87] We determine that the following sanctions reflect the seriousness of the securities law violations that occurred in this matter and that they will protect the public and serve to deter the Respondents and like-minded individuals from engaging in future conduct that would harm the capital markets. Accordingly, we conclude that the following sanctions are appropriate and proportionate to the circumstances and conduct of each of the Respondents and that it is in the public interest to make these orders:

1. With respect to Agueci:

   (a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Agueci shall cease permanently, except that Agueci shall be permitted to trade:

      i. mutual funds, exchange-traded funds, government bonds and/or guaranteed investment certificates ("GICs") for the account of any registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF") and tax free savings account ("TFSA"), as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "Income Tax Act"), in which Agueci has sole legal and beneficial ownership;

      ii. solely through a registered dealer in Ontario, to whom Agueci must have given a copy of the order; and

      iii. only after the amounts ordered in subparagraphs 1(g) and 1(h) have been paid in full;

   (b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Agueci is prohibited permanently, except that Agueci shall be permitted to acquire:

      i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Agueci has sole legal and beneficial ownership; and

      ii. solely through a registered dealer in Ontario, to whom Agueci must have given a copy of the order;

      iii. only after the amounts ordered in subparagraphs 1(g) and 1(h) have been paid in full;

   (c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Agueci permanently;

   (d) pursuant to clause 6 of subsection 127(1) of the Act, Agueci is reprimanded;

   (e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Agueci is prohibited permanently from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

   (f) pursuant to clause 8.5 of subsection 127(1) of the Act, Agueci is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;

   (g) pursuant to clause 9 of subsection 127(1) of the Act, Agueci shall pay administrative penalties in the total amount of $350,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

   (h) pursuant to section 127.1 of the Act, Agueci shall pay the amount of $300,000 in respect of part of the costs of the Commission's investigation and hearing;

2. With respect to Wing and Pollen:

   (a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by each of Wing and Pollen shall cease permanently, except that Wing shall be permitted to trade:

      i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Wing has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Wing must have given a copy of the order; and

iii. only after the amounts ordered in subparagraphs 2(h), 2(i), 2(j) and 2(k) have been paid in full;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by each of Wing and Pollen is prohibited permanently, except that Wing shall be permitted to acquire:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Wing has sole legal and beneficial ownership; and

ii. solely through a registered dealer in Ontario, to whom Wing must have given a copy of the order;

iii. only after the amounts ordered in subparagraphs 2(h), 2(i), 2(j) and 2(k) have been paid in full;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to each of Wing and Pollen permanently;

(d) pursuant to clause 6 of subsection 127(1) of the Act, each of Wing and Pollen is reprimanded;

(e) pursuant to clauses 7 and 8.1 of subsection 127(1) of the Act, Wing shall resign any position that he holds as a director or an officer of any reporting issuer or registrant;

(f) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Wing is prohibited permanently from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(g) pursuant to clause 8.5 of subsection 127(1) of the Act, Wing is prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(h) pursuant to clause 9 of subsection 127(1) of the Act, Wing and Pollen shall jointly and severally pay administrative penalties in the total amount of $1,500,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(i) pursuant to clause 9 of subsection 127(1) of the Act, Wing shall pay an administrative penalty in the amount of $250,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(j) pursuant to clause 10 of subsection 127(1) of the Act, Wing and Pollen shall jointly and severally disgorge the amount of $520,916 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(k) pursuant to section 127.1 of the Act, Wing and Pollen shall jointly and severally pay the amount of $300,000 in respect of part of the costs of the Commission's investigation and hearing;

3. With respect to Fiorillo:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Fiorillo shall cease for 15 years;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Fiorillo is prohibited for 15 years;

(c) as exceptions to the 15-year prohibitions in respect of trading and acquisition of securities ordered in subparagraphs 3(a) and 3(b) above, only after the amounts ordered in subparagraphs 3(j), 3(k) and 3(l) have been paid in full, Fiorillo shall be permitted:

i. for a period of six months from the date of the order, for the sole purpose of liquidating all securities held in accounts over which Fiorillo exercises direction and control:

1. to trade or acquire put/call options for the sole purpose of flattening existing positions, such that at the end of the six-month period he will have no outstanding exposure to options;

2. to exercise any options that expire within the six-month period and trade or acquire the related stock position as necessary; and

3. to trade any other securities;

ii. to trade and/or acquire mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Fiorillo has sole legal and beneficial ownership, solely through a registered dealer in Ontario, to whom Fiorillo must have given a copy of the order;

(d) as a further exception to the 15-year prohibitions in respect of trading and acquisition of securities ordered in subparagraphs 3(a) and 3(b) above, after the amounts ordered in subparagraphs 3(j), 3(k) and 3(l) have been paid in full, Fiorillo shall be permitted to retain the services of one or more independent, arms-length dealer/portfolio manager(s) who are registered in accordance with Ontario securities law, to manage Fiorillo's securities holdings, provided that:

1. the respective registered dealer/portfolio manager(s) is provided with a copy of the order prior to trading or acquiring securities on Fiorillo's behalf;

2. the respective registered dealer/portfolio manager(s) has sole discretion over what trades and acquisitions may be made in the account and Fiorillo has no direction or control over the selection of specific securities;

3. Fiorillo is permitted to have annual discussions with the respective registered dealer/portfolio manager(s) for the sole purpose of Fiorillo providing information regarding general investment objectives, suitability and risk tolerance or as required under Ontario securities law; and

4. Fiorillo may change registered dealer/portfolio manager(s), subject to the conditions set out above, with notice to the Commission of any such change to be filed by Fiorillo within 30 days of making such change;

(e) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Fiorillo for 15 years;

(f) pursuant to clause 6 of subsection 127(1) of the Act, Fiorillo is reprimanded;

(g) pursuant to clause 7 of subsection 127(1) of the Act, Fiorillo shall resign any position that he holds as a director or an officer of any reporting issuer;

(h) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Fiorillo is prohibited for 15 years from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(i) pursuant to clause 8.5 of subsection 127(1) of the Act, Fiorillo is prohibited for 15 years from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(j) pursuant to clause 9 of subsection 127(1) of the Act, Fiorillo shall pay administrative penalties in the total amount of $350,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(k) pursuant to clause 10 of subsection 127(1) of the Act, Fiorillo shall disgorge the amount of $175,138 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(l) pursuant to section 127.1 of the Act, Fiorillo shall pay the amount of $50,000 in respect of part of the costs of the Commission's investigation and hearing.

4. With respect to Stephany:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Stephany shall cease for 15 years, except that Stephany shall be permitted to trade in:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Stephany has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Stephany must have given a copy of the order; and

iii. only after the amounts ordered in subparagraphs 4(g), 4(h) and 4(i) have been paid in full;

(b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Stephany is prohibited for 15 years except that Stephany shall be permitted to acquire:

i. mutual funds, exchange-traded funds, government bonds and/or GICs for the account of any RRSP, RRIF and TFSA, as defined in the Income Tax Act, in which Stephany has sole legal and beneficial ownership;

ii. solely through a registered dealer in Ontario, to whom Stephany must have given a copy of the order; and

iii. only after the amounts ordered in subparagraphs 4(g), 4(h) and 4(i) have been paid in full;

(c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Stephany for 15 years;

(d) pursuant to clause 6 of subsection 127(1) of the Act, Stephany is reprimanded;

(e) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Stephany is prohibited for 15 years from becoming or acting as a director or an officer of any reporting issuer, registrant or investment fund manager;

(f) pursuant to clause 8.5 of subsection 127(1) of the Act, Stephany is prohibited for 15 years from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(g) pursuant to clause 9 of subsection 127(1) of the Act, Stephany shall pay administrative penalties in the total amount of $15,000 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

(h) pursuant to clause 10 of subsection 127(1) of the Act, Stephany shall disgorge the amount of $7,511 to the Commission, which shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act; and

(i) pursuant to section 127.1 of the Act, Stephany shall pay the amount of $25,000 in respect of part of the costs of the Commission's investigation and hearing.

[88] We will issue a separate order giving effect to our decision on sanctions and costs.

Dated at Toronto this 24th day of June, 2015.

"Edward P. Kerwin"

"AnneMarie Ryan"

"Deborah Leckman"

3.1.2 David M. O'Brien

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
DAVID M. O'BRIEN

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended (the "Act"), it is in the public interest for the Commission to make certain orders in respect of David M. O'Brien ("O'Brien", or the "Respondent").

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") agree to recommend settlement of the proceeding commenced by Notice of Hearing dated December 7, 2010 (the "Proceeding") against the Respondent according to the terms and conditions set out in Part V of this Settlement Agreement. The Respondent agrees to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III – AGREED FACTS

3. For this proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Respondent agrees with the facts as set out in Part III of this Settlement Agreement.

A. OVERVIEW

4. Between and including July 1, 2009 and December 17, 2009 (the "Material Time"), O'Brien traded in securities, engaged in acts in furtherance of trades or held himself out as engaging in the business of trading in securities without being registered to do so.

5. This matter is related to proceedings, commenced by the Notice of Hearing dated December 18, 2009, in the matter of Peter Robinson ("Robinson") and Platinum International Investments Inc. ("Platinum"), which matter was resolved by way of a Settlement Agreement between Platinum, Robinson and Staff dated October 22 and 25, 2010 (the "Platinum Settlement Agreement"). The Platinum Settlement Agreement was approved by the Commission by Order dated November 5, 2010, and involved, among other things, the admission by Platinum and Robinson of essentially the same facts as this proceeding, and that Platinum and Robinson had traded in securities without being registered to trade in securities, and that they had engaged or participated in acts, practices or courses of conduct relating to securities that Platinum and Robinson knew, or reasonably ought to have known, perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act. Robinson and Platinum were ordered to disgorge the $113,893.90 obtained from the trading in securities by Platinum and Robinson as a result of non-compliance with securities law.

B. THE RESPONDENT

6. O'Brien is a resident of Ontario. At the material times, O'Brien was suffering from severe psychiatric problems which had not yet been diagnosed or treated.

C. BACKGROUND

7. David M. O'Brien Professional Legal Corporation ("DOPLC") is a Canadian corporation registered under the *Canada Business Corporations Act*. O'Brien is the sole registered director of DOPLC.

8. Platinum is an Ontario corporation that was incorporated on June 12, 2007 with a registered address of 4325 Steeles Avenue West, Suite 215, Toronto, Ontario.

9. Robinson is listed as the sole Director of Platinum.

D. TRADING IN SECURITIES BY O'BRIEN, PLATINUM, AND ROBINSON

10. Throughout the Material Time, O'Brien was not registered in any capacity with the Commission. O'Brien engaged in acts in furtherance of trading in securities throughout the Material Time, which activity took place in Ontario.

11. O'Brien was aware that Robinson had been engaging in the sale of securities without registration for several years. During the Material Time, O'Brien and Robinson had regular dealings and O'Brien agreed to engage in certain business activities with, and on behalf of Robinson and Platinum, including providing services involving DOPLC's bank accounts. Robinson and Robinson's company, Platinum, were trading securities throughout the Material Time.

12. During the Material Time, residents of the United Kingdom (the "U.K. Residents") received unsolicited phone calls from representatives of Platinum and were told that Platinum could sell securities held by the U.K. Residents on behalf of the U.K. Residents. Representatives of Platinum used aliases when speaking with the U.K. Residents.

13. The representatives of Platinum told the U.K. Residents that they would be able to obtain significant amounts of money for the U.K. Residents when Platinum arranged for the sale of the securities in question for significant premiums over the current market value of the securities.

14. The U.K. Residents were told that that Platinum had received funds from the purported purchasers of the securities held by the U.K. Residents and that these funds were being held under "escrow conditions".

15. The U.K. Residents were then told that they would have to pay "performance bonds" and "non-resident taxes" to Platinum before Platinum could complete the sale of the securities. Within seven business days of the U.K. Residents providing a "performance bond" they would receive all of the funds for the sale of their securities.

16. The U.K. Residents were given instructions to send their funds for the "performance bonds" and the "non-resident taxes" to a bank account held in the name of Platinum and located in Toronto at the Royal Bank of Canada (the "Platinum RBC Accounts").

17. The U.K. Residents sent their "performance bond" and "non-resident tax" funds via wire transfer to the Platinum RBC Accounts. Between July 9, 2009 and August 25, 2009 the U.K. Residents sent $113,893.90 to the Platinum RBC Accounts.

18. The U.K. Residents were subsequently approached and advised they would have to pay further fees so that the transactions could proceed. When the U.K. Residents refused to send further funds to the Platinum RBC Accounts they stopped receiving communications from representatives of Platinum.

19. None of the transactions for which the U.K. Residents wired funds to the Platinum RBC Accounts have been completed. At least one of the U.K. Residents has been unable to contact Platinum since the Material Time.

20. Platinum also had a bank account at TD Canada Trust (the "Platinum TD Account").

21. Once funds were wire transferred from the U.K. Residents to the Platinum RBC Accounts the funds were almost immediately withdrawn as cash or cheques. During the Material Time, approximately $118,667 was paid directly to DOPLC from the Platinum RBC Accounts and the Platinum TD Account.

22. O'Brien has represented to Staff that he only retained approximately 5 percent of the money paid to him, and that the balance was passed along to others. As noted above, Robinson and Platinum have agreed to a disgorgement order for $113,893.90 in respect of the funds obtained from the U.K. Residents.

23. O'Brien participated in acts, solicitations, conduct, or negotiations directly or indirectly in furtherance of the sale or disposition of securities for valuable consideration, in circumstances where there were no exemptions available to O'Brien under the Act.

PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND THE PUBLIC INTEREST

24. By engaging in the conduct described above, O'Brien admits and acknowledges that he has breached Ontario securities law and acted contrary to the public interest in the following way:

    (a) During the Material Time, O'Brien traded and engaged in, or held himself out as engaging in, the business of trading in securities without being registered to do so in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act as that section existed at the time the conduct at issue commenced, and

contrary to section 25(1) of the Act, as subsequently amended on September 28, 2009, and contrary to the public interest.

PART V – TERMS OF SETTLEMENT

25. The Respondent agrees to the terms of settlement listed below.

26. The Commission will make an order pursuant to sections 37 and 127(1) of the Act, that:

(a) The settlement agreement is approved;

(b) Trading in any securities by or of the Respondent shall cease permanently, pursuant to paragraph 2 of section 127(1) of the Act;

(c) Acquisition of any securities by the Respondent is prohibited permanently, pursuant to paragraph 2.1 of section 127(1) of the Act;

(d) Any exemptions contained in Ontario securities law do not apply to the Respondent permanently, pursuant to paragraph 3 of section 127(1) of the Act;

(e) O'Brien shall immediately resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager, (except as set out in paragraph 26 (f) below), pursuant to paragraphs 7, 8.1 and 8.3 of section 127(1) of the Act;

(f) O'Brien shall be permanently prohibited, pursuant to paragraphs 8, 8.2 and 8.4 of section 127(1) of the Act, from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, with the exception that O'Brien is permitted to continue to act as a director and officer of any company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family;

(g) O'Brien shall be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter, pursuant to paragraph 8.5 of section 127(1) of the Act;

(h) pursuant to paragraph 10 of section 127(1) of the Act, O'Brien shall disgorge to the Commission the sum of $5,000.00 obtained as a result of non-compliance with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(i) pursuant to paragraph 9 of section 127(1) of the Act, O'Brien shall pay to the Commission an administrative penalty of $1,000.00, for his failure to comply with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(j) after the payments set out in paragraphs 26 (h) and (i), are made in full, as an exception to the provisions of paragraphs 26 (b), (c) and (d), O'Brien is permitted to trade in or acquire:

i. for the account of his personal registered retirement savings plan and his registered pension plan as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "Income Tax Act"), solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this Order) (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer; and

ii. securities of a company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family at the time of the trade.

(k) until the entire amount of the payments set out in paragraphs 26 (h) and (i), are paid in full, the provisions of paragraphs 26 (b), (c) and (d), shall continue in force without any limitation as to time period.

27. Pursuant to section 37(1) of the Act, the Commission orders that the Respondent is prohibited from:

(a) calling at any residence in Ontario for the purpose of trading in securities, or

(b) telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in securities.

28. The Respondent agrees to make any payments ordered above when the Commission approves this Settlement Agreement. The Respondent will not be reimbursed for, or receive a contribution toward, this payment from any other person or company.

29. O'Brien hereby consents to a regulatory Order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the prohibitions set out in sub-paragraphs 26 (b) to (g) and 27 above, and further, hereby consents to such orders under applicable securities laws as may be necessary to permit the collection of any assets held by the Respondent and to such orders as may be necessary to permit the distribution of those assets to investors. These prohibitions and orders may be modified to reflect the provisions of the relevant provincial or territorial securities law.

PART VI – STAFF COMMITMENT

30. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 31 below.

31. If the Commission approves this Settlement Agreement and the Respondent fail to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against the Respondent. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement. In addition, if this Settlement Agreement is approved by the Commission, and the Respondent fail to comply with the terms of the Settlement Agreement, the Commission is entitled to bring any proceedings necessary to recover the amounts set out in sub-paragraphs 26 (h) and (i) above.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

32. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for June 23, 2015, or on another date agreed to by Staff and the Respondent, according to the procedures set out in this Settlement Agreement and the Commission's *Rules of Procedure*.

33. Staff and the Respondent agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Respondent's conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.

34. If the Commission approves this Settlement Agreement, the Respondent agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

35. If the Commission approves this Settlement Agreement, none of the parties will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

36. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

37. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

(a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the settlement hearing takes place will be without prejudice to Staff and the Respondent; and

(b) Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this agreement.

38. Both parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does

not approve the Settlement Agreement, both parties must continue to keep the terms of the Settlement Agreement confidential, unless they agree in writing not to do so or if required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

39. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

40. A copy of any signature will be treated as an original signature.

DATED this 16th day of June, 2015.

"Piera O'Brien")
Witness: **Piera O'Brien**

"David O'Brien"
DAVID M. O'BRIEN

DATED this 19th day of June, 2015.

"Tom Atkinson"
TOM ATKINSON
Director, Enforcement Branch

SCHEDULE "A"

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5 AS AMENDED

AND

IN THE MATTER OF
DAVID M. O'BRIEN

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND DAVID M. O'BRIEN

ORDER
(Sections 127 and 127.1 of the Securities Act)

WHEREAS on December 7, 2010, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") to consider whether it is in the public interest to make orders, as specified therein, against and in respect of David M. O'Brien ("O'Brien"). The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission ("Staff") dated December 8, 2010;

AND WHEREAS the Respondent entered into a Settlement Agreement with Staff of the Commission dated June •, 2015 (the "Settlement Agreement") in which the Respondent agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated December 7, 2010, subject to the approval of the Commission;

AND WHEREAS on June ●, 2015, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a Settlement Agreement entered into between Staff and the Respondent;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing, and the Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for O'Brien, and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT:

(a) The settlement agreement is approved;

(b) pursuant to paragraph 2 of section 127(1) of the Act, trading in any securities by or of the Respondent shall cease permanently;

(c) pursuant to paragraph 2.1 of section 127(1) of the Act, acquisition of any securities by the Respondent is prohibited permanently;

(d) pursuant to paragraph 3 of section 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondent permanently;

(e) pursuant to paragraphs 7, 8.1 and 8.3 of section 127(1) of the Act, O'Brien shall immediately resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager (except as set out in paragraph (f) below);

(f) pursuant to paragraphs 8, 8.2 and 8.4 of section 127(1) of the Act, O'Brien shall be permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, with the exception that O'Brien is permitted to continue to act as a director and officer of any company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family;

(g) pursuant to paragraph 8.5 of section 127(1) of the Act, O'Brien shall be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;

(h) pursuant to paragraph 10 of section 127(1) of the Act, O'Brien shall disgorge to the Commission the sum of $5,000.00 obtained as a result of non-compliance with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(i) pursuant to paragraph 9 of section 127(1) of the Act, O'Brien shall pay to the Commission an administrative penalty of $1,000.00, for his failure to comply with Ontario securities law, which is to be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b) of the Act;

(j) pursuant to section 37(1) of the Act, O'Brien shall be permanently prohibited from:

i. calling at any residence in Ontario for the purpose of trading in securities, or

ii. telephoning from within Ontario to any residence within or outside Ontario for the purpose of trading in securities;

(k) After the payments set out in paragraphs (h) and (i), are made in full, as an exception to the provisions of paragraphs (b), (c), and (d) of this Order above, O'Brien is permitted to trade in or acquire:

i. for the account of his personal registered retirement savings plan and his registered pension plan as defined in the *Income Tax Act,* R.S.C. 1985, c.1, as amended (the "Income Tax Act"), solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this Order) (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer; and

ii. securities of a company through which he carries on business, so long as there are no more than 5 holders of the securities of the corporation, including him, his spouse, and/or immediate family at the time of the trade.

(l) until the entire amount of the payments set out in paragraphs (h) and (i), are paid in full, the prohibitions set out in subparagraphs (b), (c), and (d) shall continue in force without any limitation as to time period.

DATED at Toronto this 23rd day of June, 2015.

3.1.3 IAC – Independent Academies Canada Inc. et al. – ss. 127(1), 127(10)

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
IAC – INDEPENDENT ACADEMIES INC., MICRON SYSTEMS INC.,
THEODORE ROBERT EVERETT and ROBERT H. DUKE

REASONS AND DECISION
(Subsections 127(1) and 127(10) of the Act)

Decision:	June 26, 2015		
Panel:	Christopher Portner	–	Commissioner
Counsel:	Keir D. Wilmut Naila Ruba	–	For Staff of the Commission

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REASONS AND DECISION

I. INTRODUCTION

[1] Staff of the Ontario Securities Commission (the "**Commission**") seek an order pursuant to subsection 127(1) and paragraph 4 of subsection 127(10) of the *Securities Act*, R.S.O. 1990, c. S. 5, as amended (the "**Act**") imposing sanctions on IAC – Independent Academies Canada Inc. ("**IAC**"), Micron Systems Inc. ("**Micron**"), Theodore Robert Everett ("**Everett**") and Robert H. Duke ("**Duke**" and, collectively with IAC, Micron and Everett, the "**Respondents**") based on two decisions of the British Columbia Securities Commission (the "**BCSC**") relating to the Respondents, namely, the March 13, 2014 decision of the BCSC relating to liability (the "**Merits Decision**") and the July 3, 2014 decision of the BCSC relating to sanctions (the "**Sanctions Decision**").

[2] In the Merits Decision, the BCSC found that:

> IAC, Everett and Duke distributed securities to 126 investors for aggregate proceeds of $5.1 million without having filed a prospectus, in contravention of subsection 61(1) of the British Columbia *Securities Act*, RSCB 1996, c. 418 (the "**BC Act**");
>
> Micron, Everett and Duke contravened a cease-trade order issued by the Executive Director of the BCSC on July 19, 2011; and
>
> The Respondents perpetrated a fraud, contrary to section 57(b) of the BC Act.

II. PRELIMINARY ISSUES

A. Written Hearing

[3] By Order of the Commission dated December 1, 2014 (the "**December Order**"), this matter was converted to a written hearing in accordance with Rule 11.5 of the OSC *Rules of Procedure* and section 5.1 of the *Statutory Powers Procedure Act*, R.S.O, c. S. 22, as amended (the "**SPPA**"). The December Order also established a schedule for the filing of materials by the parties.

B. Failure of the Respondents to Participate

[4] None of the Respondents filed evidence or made submissions.

[5] As Staff of the Commission ("**Staff**") served all of the Respondents with the Notice of Hearing, Statement of Allegations, disclosure and the December Order (Affidavits of Service of Lee Cran, sworn November 25, 2014 and December 16, 2014), I am satisfied that the Respondents had notice of the hearing. The Notice of Hearing, Statement of Allegations and December Order were also posted on the Commission's website. In light of the foregoing, I proceeded in the absence of the Respondents in accordance with subsection 7(2) of the SPPA which authorizes a tribunal to proceed in the absence of a party when that party has been given notice of the hearing.

III. ISSUES AND ANALYSIS

[6] The issues that I must address are as follows:

(a) Does the Sanctions Decision meet the requirements of paragraph 4 of subsection 127(10) of the Act?

(b) Based on the findings of the BCSC, is it in the public interest to make an order under subsection 127(1) of the Act?

(c) If it is in the public interest to make such an order, what are the appropriate sanctions?

A. Requirements of Paragraph 4 of Subsection 127(10)

[7] Staff rely on paragraph 4 of subsection 127(10) of the Act which provides that:

> **(10) Inter-jurisdictional enforcement** – Without limiting the generality of subsections (1) and (5), an order may be made under subsection (1) or (5) in respect of a person or company if any of the following circumstances exist:
>
> …
>
> 4. The person or company is subject to an order made by a securities regulatory authority, derivatives regulatory authority or financial regulatory authority, in any jurisdiction, that imposes sanctions, conditions, restrictions or requirements on the person or company.

[8] I have reviewed the Merits Decision and the Sanctions Decision and am satisfied that the Respondents are subject to an order of a securities regulatory authority that imposes sanctions, conditions, restrictions and requirements on them as contemplated by paragraph 4 of subsection 127(10) of the Act.

B. Is it in the Public Interest to Make an Order under Subsection 127(1)?

[9] The findings of the BSCS are determinations of fact on which I may rely in determining if it is in the public interest to impose sanctions on the Respondents under subsection 127(1) of the Act (*Re Euston Capital Corp.* (2009), 32 OSCB 6313 at paras. 46, 57; *Re Elliott* (2009), 32 OSCB 6931 at paras. 24, 27). An important factor to consider is whether the Respondents' conduct, if it had taken place in Ontario, would have constituted a breach of the Act and been considered to be contrary to the public interest such that it would attract the same or similar sanctions (*Re JV Raleigh Superior Holdings Inc.* (2013), 36 OSCB 4639, at para. 16).

[10] In deciding whether it is in the public interest to impose sanctions on the Respondents, I am guided by the purposes of the Act which, as set out in section 1.1 of the Act, are as follows:

(a) to provide protection to investors from unfair, improper or fraudulent practices; and

(b) to foster fair and efficient capital markets and confidence in capital markets.

[11] The purpose of an order under subsection 127(1) of the Act is protective and prospective in nature. It is to restrain future conduct that is likely to be prejudicial to the public interest in fair and efficient capital markets. As stated by the Supreme Court of Canada, "the role of the OSC under s. 127 is to protect the public interest by removing from capital markets those whose past conduct is so abusive as to warrant apprehension of future conduct detrimental to the integrity of the capital markets" (*Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, [2001] 2 S.C.R. 132, at para. 43; *Re Mithras Management Ltd.* (1990), 13 O.S.C.B. 1600).

[12] I note the following paragraphs from the Merits Decision:

> ¶4 Between August 2002 and July 2011 IAC distributed securities to 126 investors for proceeds of $5.1 million without filing a prospectus and without the availability of any prospectus exemptions. All of the respondents admit that they did so and, in so doing, contravened section 61(1). The evidence corroborates the respondents' admissions.
>
> ¶5 On July 19, 2011 the executive director issued an order under section 164(1) that all persons cease trading IAC securities. The executive director issued the order after having determined that IAC had distributed securities in improper reliance on a prospectus exemption.
>
> ¶6 After this order was issued, Micron distributed promissory notes to existing IAC investors for proceeds of $195,000, in part to finance IAC expenditures. These promissory notes included a promise by Micron to issue IAC shares to the investors either immediately or in the future.
>
> ¶7 Micron, Everett and Duke admit that they contravened the July 2011 cease trade order. The evidence corroborates their admissions.
>
> …
>
> ¶9 IAC is a subsidiary of Micron. Both were incorporated in British Columbia. Neither has ever been registered or filed a prospectus under the [BC Act].
>
> ¶10 During the relevant period, Everett and Duke were directors of both IAC and Micron. Both were officers of IAC and Everett was also an officer of Micron.
>
> …
>
> ¶19 From November 16, 2009 (the date the Sage Hills foreclosure commenced) until July 2011, IAC distributed securities to 55 investors for proceeds of $1.45 million. Micron distributed the promissory notes described above during this period. Neither IAC nor Micron disclosed the foreclosure to these investors.
>
> ¶41 The development of Sage Hills was IAC's whole business. It was what investors believed they were financing. The Sage Hills development was the entire story told to investors about IAC. All of IAC's promotional materials and all of the communications to investors spoke of nothing else. Clearly, Everett and Duke had to have known that without the Sage Hills property, IAC had no business. They had to have known that without the Sage Hills property, the investors would have no identifiable means of recovering their investment.
>
> ¶42 In summary, Everett and Duke knew that:
>
> - IAC and Micron did not tell their investors about the Sage Hills foreclosure
> - the foreclosure could lead to the sale of the Sage Hills property,
> - if the Sage Hills property was sold under the foreclosure, IAC's business would be finished, and
> - the Sage Hills foreclosure accordingly put the investors' pecuniary interests at risk.

…

¶45 Everett and Duke were the acting and directing minds of IAC and Micron, so their state of mind is attributable to those companies. We find that IAC and Micron had subjective knowledge of the prohibited act and of the consequent risk to the investors' pecuniary interests.

¶46 We find that Everett, Duke, IAC and Micron perpetrated a fraud, contrary to section 57(b).

…

¶48 Everett and Duke were directors of IAC and Micron, Duke was an officer of IAC, and Everett was an officer of both IAC and Micron. The evidence is clear that they directed the affairs of IAC and Micron. Although we have found that Everett and Duke contravened section 57(b) directly, we also find that Everett and Duke authorized, permitted and acquiesced in IAC's and Micron's contravention of section 57(b) and therefore also contravened section 57(b) under section 168.2(1).

[13] I also note the following from the Sanctions Decision:

¶2 [In the Merits Decision, we] found that:

- IAC - Independent Academies Canada Inc., Theodore Robert Everett, and Robert H. Duke distributed securities to 126 investors for proceeds of $5.1 million without filing a prospectus, contrary to section 61 (1) of the [BC Act];
- Micron, Everett and Duke contravened a cease-trade order issued by the executive director; and
- all of the respondents perpetrated a fraud, contrary to section 57(b).

…

¶9 Here, the respondents raised $5.1 million from investors without filing a prospectus, $1.645 million of that fraudulently. They knew that the property they told investors would be developed with their money was in foreclosure. Indeed, at the time some of the funds were raised the court had already ordered the sale of the property. Meanwhile, the respondents told investors only positive, but false, news about the development.

¶10 Clearly, there is harm to the investors. None has recovered any part of the investment. There is no evidence that IAC or Micron securities have any present or future value. There is no evidence of any credible hope that investors will recover any part of their investments.

¶11 The respondents' misconduct damaged the reputation and integrity of our securities market.

…

¶22 … In 2012, Duke offered to sell IAC shares to an existing investor. Duke told him the cease trade order was "just nonsense" and that IAC had "taken care of all that".

¶23 In late June 2013, Everett solicited an existing investor to invest another $5,000. Everett told him that "everything was looking good", that "there is a substantial amount of money in trust and they were winding things up", and that the $5,000 would help pay legal fees to "complete everything."

¶24 This was despite the temporary order and notice of hearing issued by the executive director the previous January, which prohibited Everett from trading or engaging in investor relations activities. Not to mention that the executive director's 2011 cease trade order against IAC was still in force.

¶25 The respondents' blatant disregard of orders made against them under the [BC Act] demonstrates that they are a serious risk to investors and to our markets.

[14] At the conclusion of the Sanctions Hearing, the BCSC ordered:

(a) With respect to IAC and Micron, that:

(i) under section 161(1)(b)(i) of the BC Act, all persons cease trading in, and are prohibited from purchasing, securities of IAC and Micron, permanently;

(ii) under section 161(1)(b)(ii) of the BC Act, IAC and Micron permanently cease trading in, and are permanently prohibited from purchasing, securities and exchange contracts;

(iii) under section 161(1)(d)(v) of the BC Act, IAC and Micron are permanently prohibited from engaging in investor relations activities;

(iv) under section 161(1)(g) of the BC Act, and subject to paragraph [15] below, IAC and Micron pay to the BCSC any amount obtained, or payment or loss avoided, directly or indirectly as a result of the Respondents' contraventions of the BC Act, which the BCSC found to be not less than $5,433,189;

(b) With respect to Everett and Duke that:

(i) under section 161(1)(b)(ii) of the BC Act, Everett and Duke permanently cease trading in, and are permanently prohibited from purchasing, securities and exchange contracts;

(ii) under s. 161(1)(d)(i) and (ii) of the BC Act, Everett and Duke each resign any positions he holds as, and is permanently prohibited from becoming or acting as, a director or officer of any issuer or registrant;

(iii) under section 161(1)(d)(iv) of the BC Act, Everett and Duke are permanently prohibited from acting in a management or consultative capacity in connection with activities in the securities market;

(iv) under section 161(1)(d)(v) of the BC Act, Everett and Duke are permanently prohibited from engaging in investor relations activities;

(v) under section 161(1)(g) of the BC Act, and subject to paragraph [15] below, each of Everett and Duke pay to the BCSC any amount obtained, or payment or loss avoided, directly or indirectly as a result of the Respondents' contraventions of the BC Act, which the BCSC found to be not less than $5,433,189; and

(vi) under section 162 of the BC Act, Everett and Duke are jointly and severally liable to pay to the BCSC an administrative penalty of $7 million.

[15] The BCSC also ordered that IAC, Micron, Everett and Duke are jointly and severally liable to pay the amounts described in paragraphs [14](a)(iv) and [14](b)(v) above.

[16] I am satisfied that, if the same events had occurred in Ontario, they would have constituted breaches of the Act and would have been contrary to the public interest. The findings of the BCSC warrant apprehension that the future conduct of the Respondents will be detrimental to the integrity of Ontario's capital markets. Accordingly, I find that it is in the public interest to impose sanctions on the Respondents.

C. Appropriate Sanctions

[17] The case law sets out the following non-exhaustive list of factors that should be considered in connection with the imposition of sanctions and which also apply in the context of imposing sanctions as part of an order under subsections 127(1) and 127(10) of the Act:

(a) The seriousness of the Respondents' conduct and their breaches of the BC Act;

(b) The harm to investors;

(c) Whether the Respondents gained from their illegal conduct;

(d) Whether or not the restrictions imposed may serve to deter the Respondents or others from engaging in similar abuses of Ontario investors and Ontario capital markets;

(e) The effect any Ontario restrictions may have on the ability of the Respondents to participate without check in Ontario's capital markets; and

(f) Any mitigating factors.

(*Re Belteco Holdings Inc. (*1998), 21 OSCB 7743 at paras. 25 and 26.)

[18] Both general and specific deterrence are important considerations when imposing sanctions. General deterrence requires the imposition of sanctions that will send a strong message to any other like-minded individuals that the misconduct engaged in is unacceptable and will not be tolerated by the Commission. Specific deterrence requires the imposition of sanctions that will send a strong message to respondents to discourage them from engaging in further misconduct and recidivism in the future. In both cases, general and specific deterrence are important sanctioning factors to consider when determining sanctions to ensure that similar misconduct in the future is discouraged.

[19] The following facts and circumstances of this matter are particularly relevant to my determination of the appropriate sanctions:

(a) The BCSC found that the Respondents engaged in fraud, which the BCSC and the Commission recognize as one of the most egregious securities regulatory violations (Sanctions Order, at para. 7; Al-Tar Energy Corp. (2010), 33 OSCB 5535 at para. 214);

(b) The BCSC found that the Respondents distributed securities without a prospectus and raised $5.1 million from investors;

(c) The BCSC found that the investors have not recovered any of their investments;

(d) The BCSC found that Everett and Duke were enriched by their misconduct;

(e) The BCSC found that the Respondents blatantly disregarded orders of the BCSC and are a serious risk to investors and the BC markets; and

(f) The BCSC determined that there were no mitigating factors (Sanctions Order, paras. 16 to 19).

IV. CONCLUSION

[20] For the reasons stated above, I find that it is in the public interest to impose the following sanctions on the Respondents, and will issue an order to that effect:

(a) With respect to IAC that:

(i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of IAC cease permanently; and

(ii) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by IAC cease permanently;

(b) With respect to Micron that:

(i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities of Micron cease permanently; and

(ii) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Micron cease permanently;

(c) With respect to Everett that:

(i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Everett cease permanently;

(ii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Everett be prohibited permanently;

(iii) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Everett resign any positions that he holds as director or officer of any issuer or registrant; and

(iv) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Everett be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant;

(d) With respect to Duke that:

(i) pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Duke cease permanently;

(ii) pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Duke be prohibited permanently;

(iii) pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Duke resign any positions that he holds as director or officer of any issuer or registrant; and

(iv) pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Duke be prohibited permanently from becoming or acting as an officer or director of any issuer or registrant.

DATED at Toronto this 26th day of June, 2015.

“Christopher Portner”

3.1.4 Pro-Financial Asset Management Inc. et al.

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC., STUART MCKINNON and JOHN FARRELL

SETTLEMENT AGREEMENT BETWEEN
STAFF AND JOHN FARRELL

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that the Commission will hold a hearing to consider whether, pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), it is in the public interest for the Commission to make certain orders in respect of John Farrell ("Farrell" or the "Respondent").

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") agrees to recommend settlement of the proceeding commenced by Notice of Hearing dated December 9, 2014 (the "Proceeding") against the Respondent according to the terms and conditions set out below in this agreement (the "Settlement Agreement"). The Respondent agrees to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III – AGREED FACTS

3. For the purposes of this Proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Respondent agrees with the facts as set out in Part III of this Settlement Agreement.

Overview

4. Pro-Financial Asset Management Inc. ("PFAM") is an Ontario corporation that was registered as a dealer in the category of exempt market dealer ("EMD"). Prior to that registration being suspended by a consent temporary order of the Commission dated May 17, 2013, PFAM also acted as an investment fund manager ("IFM") of nine prospectus-qualified mutual funds (the "Pro-Index Funds") under the transition provisions in section 16.4 of NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("NI 31-103"). PFAM's application for registration as an IFM was ultimately not recommended for approval by Staff of the Compliance and Registrant Regulation ("CRR") Branch.

5. PFAM was also registered as an adviser in the category of portfolio manager ("PM") and acted as a PM for certain managed accounts and for the Pro-Index Funds and for certain hedge funds that PFAM created (the "Pro-Hedge Funds").

6. Between May 2003 and August 2014 inclusive (the "Material Time"), pursuant to its EMD registration, PFAM acted as adviser, selling agent and note administrator for certain series of principal protected notes ("PPNs") issued by Société Générale (Canada) ("SGC") and BNP Paribas (Canada) ("BNP") (collectively, the "Banks").

7. Farrell joined PFAM on October 17, 2006 and resigned on April 15, 2013. He held the positions of Vice-President and Senior Vice-President. Farrell acted as PFAM's chief compliance officer ("CCO") from November 27, 2007 to September 28, 2009 and from October 28, 2009 to April 15, 2013. Farrell was also a permitted officer and director, registered dealing representative and advising representative with PFAM. In these roles, Farrell handled some of PFAM's managed accounts and managed the investments for the Pro-Index Funds.

8. Farrell resigned from all roles at PFAM on April 15, 2013. He is retired.

9. In or about December 2012, Farrell became aware that the total cash obligation of the Banks to noteholders of the PPNs (the "PPN Noteholders") as reflected in the records of the records of the trustee, Concentra Financial ("Concentra"), and the records of its record-keeper, The Investment Administration Solution Inc. ("IAS"), differed. On April 23, 2013, PFAM delivered a report to Staff ("PFAM's Reconciliation Report") that showed that the total cash obligations to PPN Noteholders as reflected in Concentra's records and IAS' records differed by $1,222,549.45 according to the records held by IAS (the "PPN Discrepancy").

10. PFAM failed to maintain adequate internal controls and compliance systems.

11. In 2012, PFAM operated with a capital deficiency in breach of section 12.1 of NI 31-103, failed to report its capital deficiency to Staff in a timely manner and failed to rectify the capital deficiency.

12. In 2013, PFAM disclosed inaccurate and incorrectly calculated management expense ratios ("MERs") for the Pro-Index Funds.

13. To the extent set out below, Farrell failed to meet his obligations as PFAM's CCO.

The PPN Discrepancy

14. During the Material Time, PFAM engaged in the following conduct in its roles as adviser, selling agent and/or notes administrator of nine series of PPNs, which conduct resulted in or contributed to the PPN Discrepancy.

15. At all relevant times, PFAM's responsibilities in respect of the PPNs were managed by PFAM's accounting department under the supervision of Stuart McKinnon.

16. Staff's investigation into PFAM's handling of the PPNs while Farrell was CCO, suggested that the PPN Discrepancy occurred in part because PFAM: (i) failed to account for monies in the trust account; and (ii) failed to communicate and investigate PPN discrepancies when they arose.

i) Failure to Account for Monies in the Trust Account

17. PFAM acted as a conduit for noteholder redemptions, including redemptions prior to maturity. PFAM failed to properly account for the monies that PFAM received from the Banks via Concentra for certain early redemption requests. Staff's investigation into PFAM's handling of the PPNs suggests that PFAM was not in a position to identify the beneficial owners of the funds in the trust account, at least in part, due to the following:

(a) PFAM commingled monies received for the different PPN series, as well as monies related to other PFAM products, in the trust account; and

(b) PFAM failed to perform reconciliations of the trust account such that PFAM did not know, at any given time, how much of the balance of the trust account related to each PPN series.

18. PFAM failed to regularly analyze or reconcile the balance in the trust account and in doing so failed to comply with its own internal policies and procedures.

ii) Failure to Communicate and Investigate PPN Discrepancies

19. Farrell, as PFAM's CCO, ought to have known in December 2010, when the first PPN series ("Pro 101") matured, that IAS' records on the Pro 101 series differed from Concentra's records such that the maturity proceeds provided by SGC via Concentra was $197,031 greater than what was necessary to repay all outstanding units based on IAS' records (the "Pro 101 Maturity Surplus").

20. Farrell, as PFAM's CCO, ought to have known in December 2011, when the second PPN series ("Pro 706") matured, that there was a further discrepancy between IAS' records for the Pro 706 series and Concentra's records as the maturity liability was $114,803 ("Pro 706 Maturity Deficit") greater than the maturity proceeds which PFAM received.

21. Farrell acknowledges that had he been aware of the Pro 101 Maturity Surplus in December 2010, or the Pro 706 Maturity Deficit in December 2011, as he ought to have been, he would have taken additional steps to ensure that PFAM fully investigated the Pro 101 Maturity Surplus and the Pro 706 Maturity Deficit in a timely manner. His failure to take steps to ensure that he was aware of any PPN discrepancies was a breach of his obligations as PFAM's CCO to monitor and assess compliance by PFAM with securities legislation.

PFAM's Breach of its Standard of Care as an Investment Fund Manager

22. On March 28, 2013, PFAM filed its annual management reports of fund performance ("MRFPs") for the year ended December 31, 2012 ("December 2012 MRFPs") on SEDAR for each of the following prospectus-qualified mutual funds: (i) Pro FTSE RAFI Canadian Index Fund; (ii) Pro FTSE RAFI US Index fund; (iii) Pro FTSE RAFI Global Index Fund; (iv) Pro Money Market Fund; (v) Pro FTSE RAFI Hong Kong China Index Fund; (vi) Pro FTSE RAFI Emerging Markets Index Fund; (vii) Pro FTSE NA Dividend Index Fund; (viii) Pro-Fundamental Balanced Index Fund; and (ix) Pro-Fundamental Bond Index Fund (collectively, the "Pro-Index Funds").

23. Each of the 26 published MERs in the December 2012 MRFPs were incorrect. In two instances, the original published MERs were overstated by between 58% and 69%. In 24 instances, the original published MERs were understated by between 11% and 96%.

24. The MERs published in the December 2012 MRFP were not calculated in accordance with subsection 15.1(1) of National Instrument 81-106 – *Investment Fund Continuous Disclosure* ("NI 81-106"), which requires a specific calculation for MERs and only permits the publication of MERs calculated in accordance with subsection 15.1(1).

25. Although Farrell reviewed the MER calculations for the year ended December 31, 2012, that were reported in the December 2012 MRFP, Farrell did not scrutinize the backup documentation on which the MER calculations were based. He therefore was not aware that the published MERs were incorrect. This was a breach of his obligations as PFAM's CCO.

Failure to Maintain Required Working Capital

26. From May 31, 2012 to November 30, 2012, PFAM failed to comply with the working capital requirements as set out in subsections 12.1(1) to (3) of NI 31-103.

27. PFAM's working capital calculation for May 31, 2012 as set out in its Form 31-103F1 – *Calculation of Excess Working Capital* (the "Form 31-103F1") failed to reflect the full balance of a note payable as a current liability when the full loan balance was due to mature on May 1, 2013. The effect of this error was that PFAM was below its minimum capital requirement as of May 31, 2012.

28. In the period from May 1 to October 31, 2012, PFAM failed to report its capital deficiency in breach of subsection 12.1(1) of NI 31-103. During this period, and after October 31, 2012, PFAM operated with an excess working capital less than zero, contrary to section 12.1 of NI 31-103.

29. On November 21, 2012, CRR Staff conducted a PFAM site visit. PFAM's chief financial officer ("CFO") provided CRR Staff with documents showing PFAM's monthly working capital calculations for the period from May to October 2012 which purported to confirm that PFAM had adequate working capital as at October 31, 2012 and all other month-ends during the period.

30. On November 30, 2012, PFAM's CFO advised CRR Staff that recent adjustments affected PFAM's working capital calculations such that PFAM was now representing to CRR Staff that it was capital deficient by $183,367 as at October 31, 2012 (the "Revised Calculation").

31. The Revised Calculation reflected additional accrued liabilities that PFAM failed to initially account for which PFAM represented as being the primary reason for PFAM's working capital deficiency.

32. Farrell monitored and reviewed the working capital calculations that were performed by PFAM's accounting department and signed PFAM's Form 31-103F1, certifying that PFAM was in compliance with its capital requirements when it was not.

Failure to Fulfil Compliance Responsibilities

33. PFAM had an obligation as a registrant to establish, maintain and apply policies and procedures that establish a system of controls and supervision to: (i) provide reasonable assurance that PFAM and each individual acting on its behalf complied with securities legislation; and (ii) manage the risks associated with its business in accordance with prudent business practices.

34. The following conduct and/or failures by PFAM demonstrate its failure to establish, maintain and apply appropriate policies and procedures to establish an adequate system of controls and supervision:

(a) failing to analyze and identify components of the balance in the trust account;

(b) failing to investigate PPN discrepancies fully and in a timely manner and report the discrepancies to the Banks, Concentra, IAS and/or PPN Noteholders;

(c) failing to ensure that adequate controls were in place for the for the calculation of MERs for the Pro-Index Funds; and

(d) failing to ensure that adequate controls were in place for the calculation and maintenance of PFAM's excess working capital.

35. Farrell was the CCO of PFAM from November 27, 2007 to September 28, 2009 and from October 28, 2009 to April 15, 2013. As PFAM's CCO, pursuant to former subsection 1.3(1) of OSC Rule 31-505 before September 28, 2009 and on and after September 28, 2009, pursuant to section 5.2 of NI 31-103, Farrell had prescribed obligations in connection with PFAM's compliance with securities legislation. As CCO, Farrell had an obligation to, among other things: (i) establish and maintain appropriate policies and procedures for assessing compliance by PFAM with securities laws; and (ii) monitor and assess compliance by PFAM, and individuals acting on PFAM's behalf, with securities laws. His failure to do so, to the extent described herein, amounted to a breach of Farrell's obligations as PFAM's CCO. As a result of the conduct and/or failures set out above, Farrell breached his obligations as PFAM's CCO pursuant to former subsection 1.3(1) of OSC Rule 31-505 from November 27, 2007 to September 27, 2009 and pursuant to section 5.2 of NI 31-103 from September 28, 2009 to April 15, 2013.

The Respondent's Position

36. The Respondent asserts the following are relevant mitigating factors:

(a) He co-operated with Staff's investigation, including a voluntary telephone interview;

(b) He has had a long career in the financial industry and, with the exception of the issues that arose with respect to PFAM, his record is unblemished; and

(c) He is retired, and has no intention of resuming his career.

PART IV – BREACHES OF ONTARIO SECURITIES LAW AND CONDUCT CONTRARY TO THE PUBLIC INTEREST

37. By engaging in the conduct described above, the Respondent admits and acknowledges that he breached his obligations as PFAM's CCO, contrary to former subsection 1.3(1) of OSC Rule 31-505 and, on and after September 28, 2009, contrary to section 5.2 of NI 31-103.

38. The Respondent also admits that the conduct set out above was conduct contrary to the public interest.

PART V – TERMS OF SETTLEMENT

39. The Respondent agrees to the terms of settlement listed below.

40. The Commission will make an order pursuant to subsection 127(1) of the Act that:

(a) this Settlement Agreement is approved;

(b) pursuant to paragraph 6 of subsection 127(1) of the Act, Farrell is reprimanded;

(c) pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, that Farrell resign all positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;

(d) pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager for 3 years;

(e) pursuant to paragraph 8.5 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a registrant, investment fund manager or a promoter, for 3 years; and

(f) pursuant to paragraph 9 of subsection 127(1) of the Act, that Farrell be required to pay an administrative penalty of $25,000, which amount will be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b)(i) or (ii) of the Act.

41. The Respondent undertakes to consent to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the sanctions set out in paragraph 40 above. These sanctions may be modified to reflect the provisions of the relevant provincial or territorial securities law.

42. The Respondent will co-operate with the Commission and Staff in this matter and will appear and testify at the hearing in this matter if requested by Staff.

PART VI – STAFF COMMITMENT

43. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law against the Respondent in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 44 below.

44. If the Commission approves this Settlement Agreement and, at any subsequent time, the Respondent fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against the Respondent. These proceedings may be based on, but not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

45. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for June 26, 2015, or on another date agreed to by Staff and the Respondent, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Procedure.

46. Staff and the Respondent agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Respondent's conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.

47. If the Commission approves this Settlement Agreement, the Respondent agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

48. If the Commission approves this Settlement Agreement, no party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

49. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

50. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

(a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the settlement hearing takes place will be without prejudice to Staff and the Respondent; and

(b) Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.

51. The parties shall keep the terms of this Settlement Agreement confidential until the Commission approves this Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve this Settlement Agreement, both parties shall continue to keep the terms of this Settlement Agreement confidential, unless they agree in writing not to do so or unless otherwise required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

52. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

53. A fax copy of any signature will be treated as an original signature.

Dated this 24th day of June, 2015

"John Farrell"
John Farrell

"Tom Atkinson"
Tom Atkinson
Director, Enforcement Branch

Schedule "A"

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC., STUART MCKINNON and JOHN FARRELL

ORDER

WHEREAS:

1. on December 9, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in relation to the Statement of Allegations filed by Staff of the Commission ("Staff") on December 8, 2014 with respect to John Farrell ("Farrell" or the "Respondent");

2. on June , 2015 the Respondent entered into a Settlement Agreement (the "Settlement Agreement") in relation to the matters set out in the Statement of Allegations; and

3. the Commission issued a Notice of Hearing dated June ●, 2015 setting out that it proposed to consider the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and upon considering submissions from Respondent's counsel and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT:

a. this Settlement Agreement is approved;

b. pursuant to paragraph 6 of subsection 127(1) of the Act, Farrell is reprimanded;

c. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, that Farrell resign all positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;

d. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a director or officer of any issuer, registrant, or investment fund manager for 3 years; and

e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, that Farrell be prohibited from becoming or acting as a registrant, investment fund manager or a promoter, for 3 years; and

f. pursuant to paragraph 9 of subsection 127(1) of the Act, that Farrell be required to pay an administrative penalty of $25,000, which amount will be designated for allocation or for use by the Commission pursuant to subsection 3.4(2)(b)(i) or (ii) of the Act.

DATED at Toronto, Ontario this ● day of June, 2015.

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Liquid Nutrition Group Inc.	12-June-15	24-June-15	24-June-15	
Shoreline Energy Corp.	28-May-15*	08-June-15*		
Virtutone Networks Inc.	26-June-15	08-July-15		

* Shoreline Energy Corp. Temporary order was extended by the Commission on June 9, 2015 to July 3, 2015

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS TO REPORT THIS WEEK.

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Jourdan Resources Inc.	12-May-15	25-May-15	25-May-15		
Pacific Coal Resources Ltd.	08-May-15	20-May-15	20-May-15		
Viking Gold Exploration Inc.	12-May-15	25-May-15	25-May-15		

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Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 8

Notice of Exempt Financings

REPORT OF TRADES ON FORM 45-106F1 AND 45-501F1

There are no Reports of Exempt Distribution on Forms 45-106F1 or 45-501F1 (Reports) in this Bulletin.

Reports filed on or after February 19, 2014 must be filed electronically.

As a result of the transition to mandated electronic filings, the OSC is considering the most effective manner to make data about filed Reports available to the public, including whether and how this information should be reflected in the Bulletin. In the meantime, Reports filed with the Commission continue to be available for public inspection during normal business hours.

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Acasta Enterprises Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
$275,000,000.00 - 27,500,000 Class A Restricted Voting Units
Price: $10.00 per Class A Restricted Voting Unit
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
TD Securities Inc.
Canaccord Genuity Corp.
Promoter(s):
Acasta Capital Inc.
Project #2366775

Issuer Name:
DHX Media Ltd.
Principal Regulator - Nova Scotia
Type and Date:
Preliminary Base Shelf Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
US$200,000,000.00
Common Voting Shares
Variable Voting Shares
Debt Securities
Warrants
Subscription Receipts
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2366993

Issuer Name:
exactEarth Ltd.
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$ * -* Common Shares
Price: $ * per Offered Share
Underwriter(s) or Distributor(s):
Canaccord Genuity Corp.
Promoter(s):
Com Dev International Ltd.
Project #2366498

Issuer Name:
Hollis Receivables Term Trust II
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
Up to $7,000,000,000 Line of Credit Receivables-Backed Notes
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Promoter(s):
The Bank Of Nova Scotia
Project #2366906

Issuer Name:
Horizon North Logistics Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$70,125,000.00 - 18,700,000 Common Shares
Price: $3.75 per Common Share
Underwriter(s) or Distributor(s):
Peters & Co. Limited
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Altacorp Capital Inc.
Clarus Securities Inc.
Cormark Securities Inc.
Firstenergy Capital Corp.
GMP Securities L.P.
Raymond James Ltd.
Promoter(s):
-
Project #2364757

Issuer Name:
Life & Banc Split Corp.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 22, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Maximum Offering: $* - * Preferred Shares and * Class A Shares
Prices: $ * per Preferred Share and $ * per Class A Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
GMP Securities L.P.
Raymond James Ltd.
Canaccord Genuity Corp.
Desjardins Securities Inc.
Dundee Securities Ltd.
Haywood Securities Inc.
Industrial Alliance Securities Inc.
Mackie Research Capital Corporation
Promoter(s):
-
Project #2366433

Issuer Name:
NanoLumens, Ltd.
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
C$ * - * Common Shares
Price: C$ * per Common Share
Underwriter(s) or Distributor(s):
Canaccord Genuity Corp.
CIBC World Markets Inc.
National Bank Financial Inc.
Beacon Securities Limited
Euro Pacific Canada, Inc.
Promoter(s):
NanoLumens, Inc.
Project #2366770

Issuer Name:
Quantum International Income Corp.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
C$20,000,400.00 - 47,620,000 Subscription Receipts
Price: C$0.42 per Subscription Receipt
Underwriter(s) or Distributor(s):
Mackie Research Capital Corporation
Canaccord Genuity Corp.
Promoter(s):
-
Project #2364480

Issuer Name:
Sleep Country Canada Holdings Inc.
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Long Form PREP Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$200,000,000.00 - * Common Shares
Price: $* per Common Share
Underwriter(s) or Distributor(s):
TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
Credit Suisse Securities (Canada), Inc.
GMP Securities L.P.
National Bank Financial Inc.
Raymond James Ltd.
Promoter(s):
-
Project #2361973

Issuer Name:
The Empire Life Insurance Company
Type and Date:
Preliminary Long Form Non-Offering Prospectus dated June 25, 2015
Receipted on June 25, 2015
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2367123

Issuer Name:
A2 Acquisition Corp.
Principal Regulator - Alberta
Type and Date:
Amended and Restated CPC Prospectus dated June 19, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$500,000.00 - 5,000,000 common shares
Price: $0.10 per common share
Underwriter(s) or Distributor(s):
Richardson GMP Limited
Promoter(s):
Gino L. DeMichele
Project #2343812

Issuer Name:
AltaLink, L.P.
Principal Regulator - Alberta
Type and Date:
Final Shelf Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
$2,000,000,000.00 - Medium-Term Notes (secured)
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Casgrain &Company Limited
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #2363130

Issuer Name:
Class B Units, Class D Units, Class F Units and Class I Units (unless otherwise noted) of
Beutel Goodman Balanced Fund
Beutel Goodman Canadian Equity Fund
Beutel Goodman Total World Equity Fund (Formerly called Beutel Goodman Canadian Equity
Plus Fund)
Beutel Goodman North American Focused Equity Fund (Formerly called Beutel Goodman
Canadian Intrinsic Fund)
Beutel Goodman Fundamental Canadian Equity Fund (Class B Units, Class F Units and Class I
Units only)
Beutel Goodman Small Cap Fund
Beutel Goodman Canadian Dividend Fund
Beutel Goodman Global Dividend Fund (Class B Units, Class F Units and Class I Units only)
Beutel Goodman World Focus Equity Fund
Beutel Goodman Global Equity Fund
Beutel Goodman International Equity Fund
Beutel Goodman American Equity Fund
Beutel Goodman Income Fund
Beutel Goodman Long Term Bond Fund
Beutel Goodman Corporate/Provincial Active Bond Fund
Beutel Goodman Short Term Bond Fund (Class B Units, Class F Units and Class I Units only)
Beutel Goodman Money Market Fund (Class D Units, Class F Units and Class I Units only)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Class B Units, Class D Units, Class F Units and Class I Units
Underwriter(s) or Distributor(s):
Beutel, Goodman & Company Ltd.
Promoter(s):
-
Project #2352854

Issuer Name:

(CORRECTED COPY)
RECEIPT
Series A, Advisor Series, Advisor T5 Series, Series T, Series T5, Series T8, Series H, Series D, Series F, Series FT5, Series I and Series O units (unless otherwise indicated) of
RBC Canadian T-Bill Fund (Series A and Series D units only)
RBC Canadian Money Market Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Premium Money Market Fund (Series A, Series F and Series I units only)
RBC $U.S. Money Market Fund (Series A, Series D and Series O units only)
RBC Premium $U.S. Money Market Fund (Series A, Series F and Series I units only)
RBC Canadian Short-Term Income Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Monthly Income Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Advisor Canadian Bond Fund (Advisor Series, Series F and Series O units only)
RBC Canadian Government Bond Index Fund (Series A units only)
RBC Global Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC $U.S. Investment Grade Corporate Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Global Corporate Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC High Yield Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC $U.S. High Yield Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Global High Yield Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Monthly Income High Yield Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Emerging Markets Foreign Exchange Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Emerging Markets Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
BlueBay Global Monthly Income Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
BlueBay Emerging Markets Corporate Bond Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
BlueBay Global Convertible Bond Fund (Canada) (Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O units only)
BlueBay $U.S. Global Convertible Bond Fund (Canada) (Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O units only)
RBC Managed Payout Solution (Series A, Advisor Series and Series F units only)
RBC Managed Payout Solution - Enhanced (Series A, Advisor Series and Series F units only)
RBC Managed Payout Solution - Enhanced Plus (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Monthly Income Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC U.S. Monthly Income Fund (Series A, Advisor Series, Series H, Series D, Series F and Series I units only)
RBC Balanced Fund (Series A, Advisor Series, Series T5, Series T8, Series D, Series F, Series I and Series O units only)
RBC Global Balanced Fund (Series A, Advisor Series, Series T5, Series T8, Series D, Series F and Series O units only)
RBC Jantzi Balanced Fund (Series A, Advisor Series, Series D, Series F and Series I units only)
RBC Conservative Growth & Income Fund (Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series F, Series FT5, Series I and Series O units only)
RBC Balanced Growth & Income Fund (Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O units only)
RBC Select Very Conservative Portfolio (Series A, Advisor Series, Series T5, Series F and Series O units only)
RBC Select Conservative Portfolio (Series A, Advisor Series, Series T5, Series F and Series O units only)
RBC Select Balanced Portfolio (Series A, Advisor Series, Series T5, Series F and Series O units only)
RBC Select Growth Portfolio (Series A, Advisor Series, Series T5, Series F and Series O units only)
RBC Select Aggressive Growth Portfolio (Series A, Advisor Series, Series T5, Series F and Series O units only)
RBC Select Choices Conservative Portfolio (Series A and Advisor Series units only)
RBC Select Choices Balanced Portfolio (Series A and Advisor Series units only)
RBC Select Choices Growth Portfolio (Series A and Advisor Series units only)
RBC Select Choices Aggressive Growth Portfolio (Series A and Advisor Series units only)

RBC Target 2020 Education Fund (Series A and Series D units only)
RBC Target 2025 Education Fund (Series A and Series D units only)
RBC Target 2030 Education Fund (Series A and Series D units only)
RBC Canadian Dividend Fund (Series A, Advisor Series, Advisor T5 Series,
Series T5, Series T8, Series D, Series F, Series FT5, Series I and Series O units only)
RBC Canadian Equity Fund (Series A, Advisor Series, Series D, Series F, Series I and Series O
units only)
RBC QUBE Canadian Equity Fund (Series A, Advisor Series, Series D, Series F and Series O
units only)
RBC QUBE Low Volatility Canadian Equity Fund (Series A, Advisor Series, Series H, Series D,
Series F, Series I and Series O units only)
RBC Jantzi Canadian Equity Fund (Series A, Advisor Series, Series D, Series F and Series I
units only)
RBC Canadian Index Fund (Series A units only)
RBC O'Shaughnessy Canadian Equity Fund (Series A, Advisor Series, Series D and Series F
units only)
RBC O'Shaughnessy All-Canadian Equity Fund (Series A, Advisor Series, Series D, Series F
and Series O units only)
RBC Canadian Equity Income Fund (Series A, Advisor Series, Series H, Series D, Series F,
Series I and Series O units only)
RBC Canadian Small & Mid-Cap Resources Fund (Series A, Series D, Series F and Series O
units only)
RBC North American Value Fund (Series A, Advisor Series, Advisor T5 Series,
Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O units only)
RBC North American Growth Fund (Series A, Advisor Series, Series D, Series F and Series O
units only)
RBC U.S. Dividend Fund (Series A, Advisor Series, Advisor T5 Series, Series T5,
Series T8, Series H, Series D, Series F, Series FT5, Series I and Series O units only)
RBC U.S. Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and
Series O units only)
RBC U.S. Equity Currency Neutral Fund (Series A, Advisor Series, Series D, Series F and Series
O units only)
RBC QUBE U.S. Equity Fund (Series A, Advisor Series, Series D, Series F and Series O units
only)
RBC QUBE Low Volatility U.S. Equity Fund (Series A, Advisor Series, Series H, Series D, Series
F, Series I and Series O units only)
RBC U.S. Equity Value Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and
Series O units only)
RBC U.S. Index Fund (Series A units only)
RBC U.S. Index Currency Neutral Fund (Series A units only)
RBC O'Shaughnessy U.S. Value Fund (Series A, Advisor Series, Series D, Series F, Series I and
Series O units only)
RBC U.S. Mid-Cap Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I
and Series O units only)
RBC U.S. Mid-Cap Equity Currency Neutral Fund (Series A, Advisor Series, Series D, Series F
and Series O units only)
RBC U.S. Mid-Cap Value Equity Fund (Series A, Advisor Series, Series D, Series F and Series O
units only)
RBC U.S. Small-Cap Core Equity Fund (Series A, Advisor Series, Series D, Series F and Series
O units only)
RBC O'Shaughnessy U.S. Growth Fund (Series A, Series D, Series F and Series O units only)
RBC O'Shaughnessy U.S. Growth Fund II (Series A, Advisor Series, Series D and Series F units
only)
RBC Life Science and Technology Fund (Series A, Series D and Series F units only)
RBC International Dividend Growth Fund (Advisor Series, Series F and Series O units only)
RBC International Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I
and Series O units only)
RBC International Equity Currency Neutral Fund (Series A, Advisor Series, Series H, Series D,
Series F, Series I and Series O units only)
RBC International Index Currency Neutral Fund (Series A units only)
RBC O'Shaughnessy International Equity Fund (Series A, Advisor Series, Series D, Series F,
Series I and Series O units only)
RBC European Dividend Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I
and Series O units only)
RBC European Equity Fund (Series A, Advisor Series, Series D, Series F and Series O units
only)
RBC Asian Equity Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Asia Pacific ex-Japan Equity Fund (Series A, Advisor Series, Series H, Series D, Series F,
Series I and Series O units only)
RBC Japanese Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and
Series O units only)
RBC Emerging Markets Dividend Fund (Series A, Advisor Series, Series D, Series F and Series
O units only)
RBC Emerging Markets Equity Fund (Series A, Advisor Series, Series D, Series F, Series I and
Series O units only)
RBC Emerging Markets Small-Cap Equity Fund (Series A, Advisor Series, Series D, Series F
and Series O units only)
RBC Global Dividend Growth Fund (Series A, Advisor Series, Series T5, Series T8, Series H,
Series D, Series F, Series I and Series O units only)

RBC Global Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Global Equity Focus Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC QUBE Global Equity Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC QUBE Low Volatility Global Equity Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Jantzi Global Equity Fund (Series A, Advisor Series, Series D, Series F and Series I units only)
RBC O'Shaughnessy Global Equity Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC QUBE All Country World Equity Fund (Series O units only)
RBC QUBE Low Volatility All Country World Equity Fund (Series O units only)
RBC Global Energy Fund (Series A, Advisor Series, Series D, Series F and Series O units only)
RBC Global Precious Metals Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Global Resources Fund (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O units only)
RBC Global Technology Fund (Series A, Advisor Series, Series D and Series F units only)
RBC Private Short-Term Income Pool (Series F and Series O units only)
RBC Private Canadian Bond Pool (Series F and Series O units only)
RBC Private Canadian Corporate Bond Pool (Series F and Series O units only)
RBC Private Income Pool (Series T, Series F and Series O units only)
RBC Private Canadian Dividend Pool (Series F and Series O units only)
RBC Private Canadian Growth and Income Equity Pool (Series F and Series O units only)
RBC Private Canadian Equity Pool (Series F and Series O units only)
RBC Private Canadian Growth Equity Pool (Series F and Series O units only)
RBC Private Canadian Mid-Cap Equity Pool (Series F and Series O units only)
RBC Private U.S. Equity Pool (Series F and Series O units only)
RBC Private U.S. Large-Cap Value Equity Pool (Series F and Series O units only)
RBC Private U.S. Large-Cap Value Equity Currency Neutral Pool (Series O units only)
RBC Private U.S. Growth Equity Pool (Series F and Series O units only)
RBC Private O'Shaughnessy U.S. Growth Equity Pool (Series O units only)
RBC Private U.S. Large-Cap Core Equity Pool (Series F and Series O units only)
RBC Private U.S. Large-Cap Core Equity Currency Neutral Pool (Series O units only)
RBC Private U.S. Small-Cap Equity Pool (Series F and Series O units only)
RBC Private International Equity Pool (Series F and Series O units only)
RBC Private EAFE Equity Pool (Series F and Series O units only)
RBC Private Overseas Equity Pool (Series F and Series O units only)
RBC Private World Equity Pool (Series F and Series O units only)
Principal Regulator - Ontario

Type and Date:
Final Simplified Prospectuses dated June 24, 2015
NP 11-202 Receipt dated June 25, 2015

Offering Price and Description:
Series A, Advisor Series, Advisor T5 Series, Series T, Series T5, Series T8, Series H, Series D, Series F, Series FT5, Series I and Series O units @ Net Asset Value

Underwriter(s) or Distributor(s):
RBC Global Asset Management Inc.
Royal Mutual Funds Inc.
Royal Mutual Funds Inc./RBC Direct Investing Inc.
RBC Global Asset Management Inc.
RBC Dominion Securities Inc.
Royal Mutual Funds Inc.
Royal Mutual Funds Inc./RBD Direct Investing Inc.
The Royal Trust Company

Promoter(s):
RBC Global Asset Management Inc.

Project #2350116

Issuer Name:
Brookfield Infrastructure Partners L.P.
Principal Regulator - Ontario

Type and Date:
Final Base Shelf Prospectus dated June 25, 2015
NP 11-202 Receipt dated June 26, 2015

Offering Price and Description:
US$3,000,000,000.00 - Limited Partnership Units Class A Preferred Limited Partnership Units

Underwriter(s) or Distributor(s):
-

Promoter(s):
-

Project #2363300

Issuer Name:
CI G5|20 2040 Q3 Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated June 22, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Class A, F and O units
Underwriter(s) or Distributor(s):
-
Promoter(s):
CI Investments Inc.
Project #2354156

Issuer Name:
CI G5|20i 2035 Q3 Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated June 22, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Class A, F and O units)
Underwriter(s) or Distributor(s):
-
Promoter(s):
CI Investments Inc.
Project #2354153

Issuer Name:
Clearwater Seafoods Incorporated
Principal Regulator - Nova Scotia
Type and Date:
Final Short Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$40,008,500.00 - 3,266,000 Common Shares
Price: $12.25 per Common Share
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
Beacon Securities Limited
Scotia Capital Inc.
Promoter(s):
-
Project #2362508

Issuer Name:
Crius Energy Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
C$40,120,000.00 - 5,900,000 Units
Price: C$6.80 per Unit
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
Desjardins Securities Inc.
Mackie Research Capital Corporation
Promoter(s):
Crius Energy, LLC
Project #2361628

Issuer Name:
Dynamic Emerging Markets Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated June 22, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Series A, C and FC Units
Underwriter(s) or Distributor(s):
1832 Asset Management L.P.
Promoter(s):
-
Project #2347929

Issuer Name:
First Asset Can-60 Covered Call ETF
First Asset Can-Energy Covered Call ETF
First Asset Can-Financials Covered Call ETF
First Asset Can-Materials Covered Call ETF
First Asset Energy Giants Covered Call ETF
First Asset Tech Giants Covered Call ETF
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated June 22, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2349905

Issuer Name:
First Asset Resource Fund Inc.
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
Class A Shares, Series 1 @ Net Asset Value
Underwriter(s) or Distributor(s):
TDK Management Fund Inc.
Promoter(s):
-
Project #2349732

Issuer Name:
GLOBAL REAL ESTATE DIVIDEND GROWERS CORP.
Principal Regulator - Alberta
Type and Date:
Final Long Form Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
Maximum: $150,000,000 – 15,000,000 Equity Shares @ $10.00 per Equity Share
Minimum: $50,000,000 - 5,000,000 Equity Shares @ $10.00 per Equity Share
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
GMP Securities L.P.
National Bank Financial Inc.
Canaccord Geniuty Corp.
Raymond James Ltd.
Dundee Securities Ltd.
Mackie Research Capital Corporation
Manulife Securities Incorporated
Middlefield Capital Corporation
Promoter(s):
Middlefield Limited
Project #2356238

Issuer Name:
Healthcare Special Opportunities Fund
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated June 26, 2015
NP 11-202 Receipt dated June 26, 2015
Offering Price and Description:
Maximum $100,000,000
(10,000,000 Class A Units and/or Class U Units)
$10.00 per Class A Unit / U.S.$10.00 per Class U Unit
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
Promoter(s):
LDIC Inc.
Project #2357703

Issuer Name:
iShares Oil Sands Index ETF
iShares China All-Cap Index ETF
iShares S&P/TSX Global Mining Index ETF
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated June 18, 2015 to the Long Form Prospectus dated May 29, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
BlackRock Asset Management Canada Limited
Promoter(s):
-
Project #2340212

Issuer Name:
iShares Broad Commodity Index ETF (CAD-Hedged)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated June 18, 2015 to the Long Form Prospectus dated October 21, 2014
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2259834

Issuer Name:
iShares Latin America Index ETF
(formerly iShares S&P Latin America 40 Index Fund)
iShares S&P/TSX Venture Index ETF
(formerly iShares S&P/TSX Venture Index Fund)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated June 18, 2015 to the Long Form Prospectus dated March 30, 2015
NP 11-202 Receipt dated June 25, 2015
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
BlackRock Asset Management Canada Limited
Promoter(s):
-
Project #2309464

Issuer Name:
Poydras Gaming Finance Corp.
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated June 24, 2015
NP 11-202 Receipt dated June 24, 2015
Offering Price and Description:
Minimum Offering: $6,500,000
Maximum Offering: $7,000,000
Offering of a minimum of 92,857,142 Subscription Receipts and a
maximum of 100,000,000 Subscription Receipts at $0.07 per Subscription Receipt
Underwriter(s) or Distributor(s):
Dundee Securities Ltd.
Mackie Research Capital Corporation
Global Securities Corporation
Promoter(s):
-
Project #2360597

Issuer Name:
Social Housing Canadian Bond Fund
Social Housing Canadian Equity Fund
Social Housing Canadian Short-Term Bond Fund
Type and Date:
Final Simplified Prospectuses dated June 25, 2015
Receipted on June 26, 2015
Offering Price and Description:
Series A Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Philips, Hager & North Investment Funds Ltd.
Promoter(s):
-
Project #2351669

Issuer Name:
Social Housing Canadian Bond Fund
Social Housing Canadian Equity Fund
Social Housing Canadian Short-Term Bond Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 25, 2015
NP 11-202 Receipt dated June 26, 2015
Offering Price and Description:
Series B Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Philips, Hager & North Investment Funds Ltd.
Promoter(s):
-
Project #2351682

Issuer Name:
Tahoe Resources Inc.
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated June 23, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
$998,489,102.00 - 58,051,692 Common Shares
Price $17.20 per Offered Share
Underwriter(s) or Distributor(s):
GMP Securities L.P.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
HSBC Securities (Canada) Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Citigroup Global Markets Canada Inc.
Credit Suisse Securities (Canada), Inc.
Goldman Sachs Canada Inc.
Laurentian Bank Securities Inc.
Merrill Lynch Canada Inc.
Morgan Stanley Canada Ltd.
Beacon Securities Limited
Canaccord Genuity Corp.
Cormark Securities Inc.
Dundee Securities Ltd.
Macquarie Capital Markets Canada Ltd.
Paradigm Capital Capital Inc
Raymond James Ltd.
Promoter(s):
-
Project #2363853

Issuer Name:
Timbercreek Global Real Estate Income Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated June 19, 2015
NP 11-202 Receipt dated June 23, 2015
Offering Price and Description:
Class A and Class F Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2309276

Issuer Name:
Vanguard FTSE Canada Index ETF
Vanguard FTSE Canada All Cap Index ETF
Vanguard FTSE Canadian High Dividend Yield Index ETF
Vanguard FTSE Canadian Capped REIT Index ETF
Vanguard Canadian Aggregate Bond Index ETF
Vanguard Canadian Short-Term Bond Index ETF
Vanguard Canadian Short-Term Corporate Bond Index ETF
Vanguard S&P 500 Index ETF
Vanguard S&P 500 Index ETF (CAD-hedged)
Vanguard U.S. Total Market Index ETF
Vanguard U.S. Total Market Index ETF (CAD-hedged)
Vanguard U.S. Dividend Appreciation Index ETF
Vanguard U.S. Dividend Appreciation Index ETF (CAD-hedged)
Vanguard FTSE All-World ex Canada Index ETF
Vanguard FTSE Developed ex North America Index ETF
Vanguard FTSE Developed ex North America Index ETF (CAD-hedged)
Vanguard FTSE Developed Europe Index ETF
Vanguard FTSE Developed Asia Pacific Index ETF
Vanguard FTSE Emerging Markets Index ETF
Vanguard U.S. Aggregate Bond Index ETF (CAD-hedged)
Vanguard Global ex-U.S. Aggregate Bond Index ETF (CAD-hedged)
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated June 25, 2015
NP 11-202 Receipt dated June 26, 2015
Offering Price and Description:
Echange traded funds at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2347862

Issuer Name:
Heritage Optimal Plan
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Long Form Prospectus dated December 23, 2014
Withdrawn on June 24, 2015
Offering Price and Description:
Scholarship Plan
Underwriter(s) or Distributor(s):
HERITAGE EDUCATION FUNDS INC.
Promoter(s):
HERITAGE EDUCATION FUNDS INC.
Project #2296033

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	ACC Global Financial Inc.	Mutual Fund Dealer	June 23, 2015
New Registration	TOBAM S.A.S.	Restricted Portfolio Manager	June 23, 2015
Consent to Suspension (Pending Surrender)	Acuity Investment Management Inc.	Exempt Market DealerPortfolio Manager	June 24, 2015
Name Change	From: Kingsmont Investment Management Inc. To: Allvista Investment Management Inc.	Portfolio Manager	June 19, 2015
New Registration	Barrage Capital Inc.	Exempt Market Dealer, Investment Fund Manager and Portfolio Manager	June 26, 2015
Voluntary Surrender	Ashmore Equities Investment Management (US) LLC	Portfolio Manager	June 26, 2015
New Registration	Cassio Capital Partners Inc.	Exempt Market Dealer	June 26, 2015
Voluntary Surrender	Gary Bean Securities Ltd.	Investment Dealer	June 26, 2015

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Chapter 13

SROs, Marketplaces, Clearing Agencies and Trade Repositories

13.2 Marketplaces

13.2.1 Aequitas Neo Exchange – Notice of Housekeeping Rule Amendments – Housekeeping Amendments to the Aequitas Neo Exchange Listing Manual and Listing Forms

AEQUITAS NEO EXCHANGE

NOTICE OF HOUSEKEEPING RULE AMENDMENTS

HOUSEKEEPING AMENDMENTS TO THE AEQUITAS NEO EXCHANGE ("NEO EXCHANGE") LISTING MANUAL AND LISTING FORMS

Introduction

In accordance with Schedule 5 of its recognition order dated November 13, 2014, as amended (the "Protocol"), NEO Exchange has adopted, and the Ontario Securities Commission (the "OSC") has approved, housekeeping amendments (the "Amendments") to the NEO Exchange Listing Manual (the "Listing Manual") and Listing Forms (the "Listing Forms"). The Amendments are Housekeeping Rules under the Protocol and as such have not been published for comment. The OSC has not disagreed with the categorization of the Amendments as Housekeeping Rules.

Reasons for the Amendments

The Listing Manual and Listing Forms were approved by the OSC in November, 2014, as part of the materials submitted by NEO Exchange during the recognition application process. In preparation for the launch of its listing business, NEO Exchange is making cleanup and clarification changes to these documents. Generally, the Amendments are minor corrections to the text of the Listing Manual and Listing Forms, as well as formatting changes, including those necessary to facilitate the transition from paper-based to electronic format Listing Forms to simplify the process of completing and submitting forms.

Summary of the Amendments

A. Amendments to the Listing Manual

1. Change in the spelling of the terms "Security Holder" and "over-allotment" throughout to conform to spelling used in Canadian securities laws and regulations.

2. Correction of typographical errors throughout.

3. Correction of formatting and/or numbering of subsections.

4. Changes to subsections 1.04 (commentary), 2.13(d), 4.02(1), to refer to the correct Listing Forms.

5. Insertion of "Asia Pacific" in subsection 2.10(1) to correct the geographical reference.

6. Insertion of "… two duly executed Listing Agreements (Form 1)" and applicable commentary in subsection 2.12(1)(a) and deletion of "… two duly executed Listing Agreements (Form 4)" in subsection 2.14(1)(c), to reflect the renumbering of the Listing Agreement for all Listed Issuers.

B. Amendments to the Listing Forms

1. Amendments to Forms 1A and 1B

a) Reformatting of the question in sections 2(v) and 2(vi) of Forms 1A and 1B, respectively, to facilitate insertion of radio buttons.[20]

[20] A radio button is a graphical control element that allows the user to choose only one of a predefined set of options. As used in the Listing Forms, radio buttons facilitate "YES" and "NO" answers.

b) Deletion of "See Listing Application for further information on process" in section 11 of Form 1B to mirror the language used in the corresponding section of Form 1A;

c) Typographical changes to the calculation of public float found in the schedules to each of Forms 1A and 1B; and

d) Change in the spelling of the term "Security Holder".

2. Amendments to Forms 3, 3A and 3B

Insertion of "Aequitas NEO Exchange Inc., First Advantage Canada Inc., or any of their respective affiliates or authorized agents" to replace "Aequitas NEO Exchange Inc. or its authorized agent" in the schedule to each of Forms 3, 3A and 3B.

3. Amendments to Form 4

Renumbering of the former Form 4 – Listing Agreement for All Listed Issuers to Form 1.

4. Amendments to Form 4B

Change to reflect that the basis of the calculation of the participation fee for the Issuer Performance Program should be daily, instead of monthly.

5. Amendments to Form 6

Correction of typographical errors in table headings.

6. Amendments to Form 9A

Correction of typographical errors in table headings.

7. Amendments to Form 11

Correction of typographical errors in table headings.

8. Amendments to Form 14C

a) Correction of typographical errors in table headings; and

b) Change in the spelling of the term "over-allotment".

9. Amendments to Form 18A

a) Typographical changes to the public float calculation in Form 18A; and

b) Change in the spelling of the term "Security Holder".

10. Amendments to Form 19

Change in the spelling of the term "Security Holder".

11. Amendments to Form 21

Change in the spelling of the term "Security Holder" and correction of typographical errors.

12. Amendments to Form 24

Change in the spelling of the term "Security Holder" and correction of typographical errors.

Text of the Amendments

A blacklined version of the Amendments to the Listing Manual is attached at Appendix A and a blacklined version of the Amendments to the Listing Forms is attached as Appendix B. Due to the size of the documents, we are not attaching clean versions here, but they are available on the NEO Exchange's website at aequitasneoexchange.com.

Timing and Transition

The Amendments are effective July 2, 2015. The updated electronic Listing Forms will be available on NEO Exchange's website on or about that date. NEO Exchange will continue to accept previous versions of the Listing Forms, with the exception of Forms 3, 3A, and 3B, until August 31, 2015.

APPENDIX A
THE NEO EXCHANGE LISTING MANUAL (BLACKLINED)

[The Manual follows on separately numbered pages.]

AEQUITAS NEO EXCHANGE INC.
LISTING MANUAL

(the "LISTING MANUAL")

TABLE OF CONTENTS

PART I. DEFINITIONS, INTERPRETATION AND GENERAL DISCRETION

1.01 Definitions

(1) Unless otherwise defined or interpreted or the subject matter or context otherwise requires, every term used in the Exchange Requirements that is defined or interpreted in:

(a) Ontario securities law;

(b) Universal Market Integrity Rules ("UMIR");

(c) IIROC Rules; or

(d) Trading Policies,

has the same meaning in this Listing Manual.

(2) The following terms have the meanings set out when used in this Listing Manual:

"**Accepted Foreign Exchange**" means an exchange that is not located within Canada and for which an issuer listed on such exchange has demonstrated that such exchange and the jurisdiction's securities laws requirements are substantially similar to that of the Exchange and Ontario securities laws.

"**Average Daily Trading Volume**" means, with respect to a Normal Course Issuer Bid, the trading volume for a listed security on all marketplaces for the six months preceding the date of Posting of a Form 20A (excluding any purchases made under a Normal Course Issuer Bid, all marketplace purchases by the issuer of the listed security, a Person acting jointly or in concert with the issuer, and all purchases made under section 7.19(1)(b)) divided by the number of trading days during that period. If the securities have traded for less than six months, the trading volume on all marketplaces since the first day on which the security traded, which must be at least four weeks prior to the date of Posting Form 20A.

"**Award**" means an award issued under a Security Based Compensation Arrangement, and includes incentive stock options.

"**Board Lot**" means a "standard trading unit" as defined in UMIR.

"**Clearing Corporation**" means CDS Clearing and Depository Services Inc. and any successor corporation or entity recognized as a clearing agency.

"**Closed End Fund**" or "**CEF**" means a "non-redeemable investment fund" within the meaning of the *Securities Act* (Ontario).

"**Common Shares**" means Equity Securities with voting rights that are exercisable in all circumstances irrespective of the number or percentage of securities owned and that are not, on a per share basis, less than the voting rights attached to any other class of shares of the issuer.

"**Control Person**" has the same meaning as its definition in the *Securities Act* (Ontario).

"**Decision**" means any decision, direction, order, ruling, guideline or other determination of the Exchange or of the Market Regulator made in the administration of this Listing Manual.

"**Delist**" means the termination of a security's listing on the Exchange, which renders it ineligible for trading on the Exchange.

"**Due Bill**" means an instrument used to evidence the transfer of title to any dividend, distribution, interest, security or right to a Listed Security contracted for, or evidencing the obligation of a seller to deliver such dividend, distribution, interest, security or right to a subsequent purchaser.

"**Effective Date**" means the effective date of a change to the constating documents of a Listed Issuer, for example in connection with a name change, certain stock subdivisions, security consolidations and security reclassifications.

"**Equity Securities**" means securities of an issuer that carry a residual right to participate in the earnings of the issuer and in the issuer's assets upon dissolution or liquidation.

"**ETP-Debt Security**" means an ETP that is a debt security.

"**ETP Issuer**" mean an issuer of an ETP.

"**Exchange**" means Aequitas NEO Exchange Inc.

"**Exchange Requirements**" includes the following:

(1) the Trading Policies;

(2) this Listing Manual;

(3) obligations arising out of the Listing Agreement or Member Agreement;

(4) any forms issued pursuant to the Trading Policies or the Listing Manual, including the listing forms, and any obligations related to or created by such forms;

(5) UMIR; and

(6) applicable securities laws, and any decision thereunder as it may be amended, supplemented and in effect from time to time and the respective rules and regulations under such laws together with applicable published instruments, notices and orders of applicable securities regulatory authorities.

"**Exchange Traded Fund**" or "**ETF**" means a mutual fund for the purposes of Canadian securities laws, the units of which are a listed or quoted security and are in continuous distribution in accordance with applicable Canadian securities laws.

"**Exchange Traded Product**" or "**ETP**" means a financial instrument that has the characteristics of a base instrument (such as a note, warrant or other instrument) with economic exposure to one or more reference asset(s), index(indices), portfolio(s), or combination thereof.

Commentary:

The Exchange is recognized to carry on business as an exchange for the listing and trading of securities. A product may be considered a security if:

(1) The offeror receives payment of the purchase price on the delivery of the product (the listed security),
(2) The purchaser is under no obligation to make any additional payment beyond the purchase price as a margin deposit, margin, settlement or other such amount during the life of the product or at maturity, and
(3) The terms of the product do not include margin requirements based on a market value of its underlying interest.

Examples of products that are securities include: notes whose return is linked to the price increase of a reference portfolio or to an index, principal protected equity index-linked notes, and interest coupons and notes without coupons based on debt securities of an issuer. An example of a product which is not a security is a listed option or a futures contract.

The Exchange may request the issuer to participate in consultations with the relevant regulators where questions regarding the nature of the product arise.

"**Foreign Issuer**" means an issuer which, at the time of applying for the listing of a security, is listed and in good standing on an Accepted Foreign Exchange and is not incorporated or organized under the laws of Canada or a Canadian jurisdiction, but does not include an issuer if:

(1) voting securities carrying more than 50 percent of the votes for the election of directors of the issuer are held by Persons whose last address as shown on the books of the issuer is in Canada; and

(2) any one or more of the following apply:

(a) the majority of the senior officers or directors of the issuer are citizens or residents of Canada;

(b) more than 50 percent of the assets of the issuer are located in Canada; or

(c) the business of the issuer is administered principally in Canada.

Once a Foreign Issuer has listed its securities on the Exchange, the issuer will become a Listed Issuer.

"**IIROC**" means the Investment Industry Regulatory Organization of Canada and any successor entity.

"**IIROC Rules**" means UMIR and IIROC's dealer member rules.

"**Insider**" means, for a Listed Issuer:

(1) an officer, director or "insider" (within the meaning of the *Securities Act* (Ontario)) of the Listed Issuer;

(2) a promoter of the Listed Issuer;

(3) if the Listed Issuer is an Investment Fund:

(a) a director or officer of the investment fund manager of the Listed Issuer; and

(b) a member of the "independent review committee" (within the meaning of National Instrument 81-107 *Independent Review Committees for Investment Funds*) of the Listed Issuer;

(4) if the Insider is not an individual, each director, officer and Control Person of that Insider; and

(5) such other Person as may be designated from time to time by the Exchange.

"**Investment Fund**" means an "investment fund" as defined under the *Securities Act* (Ontario).

"**Listed Issuer**" means an issuer with one or more classes of securities listed in accordance with and subject to the requirements set out in the Listing Manual.

"**Listed Securities**" means any securities of a Listed Issuer that are listed on the Exchange.

"**Market Regulator**" means IIROC or such other person recognized by the Ontario Securities Commission as a Regulation Services Provider for the purposes of Ontario securities law and which has been retained by the Exchange as an acceptable Regulation Services Provider.

"**Material Information**" means any information relating to the business and affairs of an issuer that results in or would reasonably be expected to result in a significant change to the market price or value of any of the issuer's Listed Securities, and includes a material change or a material fact, in each case within the meaning of the *Securities Act* (Ontario).

"**Maximum Discount to ~~market price~~Market Price**" means the closing market price on the day preceding the date on which the Listed Issuer issues a press release announcing a transaction or files for price reservation, less a discount of 20%.

"**Member**" means a member approved by the Exchange to access the Exchange Systems (as such term is defined in the Trading Policies), provided such access has not been terminated.

"**Non-Voting Securities**" means Restricted Securities that do not carry a right to vote except in certain limited circumstances, such as to elect a limited number of directors or to vote where mandated by applicable corporate or securities law.

"**Normal Course Issuer Bid**" or "**NCIB**" means an issuer bid for a class of Listed Securities where the purchases over a 12-month period by the Listed Issuer or Persons acting jointly or in concert with the Listed Issuer and commencing on the date of Posting of the documents required by Exchange Requirements, do not exceed the greater of:

(1) 10% of the Public Float; or

(2) 5% of the securities of the class outstanding,

as of the date of Posting of the documents required by Exchange Requirements, excluding purchases under a formal issuer bid.

"**Other Listed Issuer**" means an issuer which, at the time of applying for the listing of a security, is listed on a Canadian recognized exchange other than the Exchange but does not include an Accepted Foreign

Exchange. Once an Other Listed Issuer has listed its securities on the Exchange, the issuer will become a Listed Issuer.

"**Person**" includes an individual, corporation, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator, or other legal representative.

"**Preference Shares**" means securities which have a genuine and non-specious preference or right over all classes of Equity Securities and are not Equity Securities.

"**Post**" means to submit and "**Posting**~~"~~" means submitting a Listed Issuer document or a document in prescribed electronic format to the Exchange so that it can be publicly displayed on the Listed Issuer's page on the Exchange's website, or otherwise made publicly available in electronic format as required by the Exchange.

"**Public Float**" means the number of securities outstanding, less securities known by the Listed Issuer after reasonable enquiry to be:

(1) beneficially owned or under the control or direction of the Listed Issuer and every non-Public ~~Securityholder~~Security Holder of the Listed Issuer; and/or

(2) subject to restrictions on transfer.

"**Public ~~Securityholder~~Security Holder**" means for an issuer, any security holder that is not a director or officer of the issuer and who does not own or control, directly or indirectly, securities carrying more than 10% of the votes attached to all of the outstanding voting securities of the issuer.

"**Qualified Analyst**" means an "analyst" as defined in Rule 3400 of IIROC's dealer member rules that is a person holding a Chartered Financial Analyst designation administered by the Institute of Chartered Financial Analysts.

"**Record Date**" means the date fixed for the purpose of determining security holders of a Listed Issuer eligible for a distribution or other entitlement.

"**Related Person**" of a Listed Issuer means:

(1) a "related party~~",~~," as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions,* of the Listed Issuer;

(2) a promoter of the Listed Issuer, or, where the promoter is not an individual, an officer, director or Control Person of the promoter;

(3) if the Listed Issuer is an Investment Fund, a "related party" to the Investment Fund determined with reference to section 2.5(1) National Instrument 81-106F1 *~~Investment Fund Disclosure Content~~Contents of Annual and Interim Management Report ~~on~~of Fund Performance;* and

(4) such other Person as may be designated from time to time by the Exchange.

"**Restricted Securities**" means Equity Securities that have inferior voting rights to another class of securities of the issuer, and may include Non-Voting Securities, Subordinate Voting Securities and Restricted Voting Securities.

"**Restricted Voting Securities**" means Restricted Securities that carry a right to vote subject to a restriction on the number or percentage of securities that may be voted by a shareholder or combination of shareholders, other than a restriction that is permitted or required by statute that is only applicable to non-residents or non-citizens of Canada.

"**Security Based Compensation Arrangement**" includes:

(1) stock option plans for the benefit of employees, insiders, directors, officers, consultants or service providers or any one of such groups;

(2) individual stock options granted to employees, service providers or insiders if not granted pursuant to a plan previously approved by the Listed Issuer's security holders;

(3) stock purchase plans where the Listed Issuer provides financial assistance or where the Listed Issuer matches the whole or a portion of the securities being purchased;

(4) stock appreciation rights involving issuances of securities from treasury;

(5) any other compensation or incentive mechanism involving the issuance or potential issuances of securities of the Listed Issuer; and

(6) security purchases from treasury by an employee, insider or service provider which is financially assisted by the Listed Issuer by any means whatsoever.

"**Subordinate Voting Securities**" means Restricted Securities that carry a right to vote where there is another class of shares outstanding that carry a greater right to vote on a per-security basis.

"**Super-Voting Securities**" means, with respect to any class of Restricted Securities of a Listed Issuer, any class of securities of the Listed Issuer that carry a greater right to vote on a per-security basis.

"**Unrelated Director**" means a director who:

(1) is independent as defined in National Instrument 52-110 *Audit Committees*;

(2) is not a supplier or purchaser of the Listed Issuer's products or services where such relationship is material to the Listed Issuer or could reasonably be considered to affect the director's independent judgment; and

(3) has not been a director of the Listed Issuer for 10 years or longer.

1.02 Interpretation

(1) A company is an affiliate of another company if one of them is a subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same Person.

(2) The division of this Listing Manual into separate parts, divisions, sections, subsections, clauses and commentary, and the provision of a table of contents and headings, is for convenience of reference only and shall not affect the construction or interpretation of the Listing Manual.

(3) The words "hereof," "herein," "hereby," "hereunder" and similar expressions mean the whole of this Listing Manual and not simply the particular provision in which the term is mentioned, unless the context clearly indicates otherwise.

(4) The word "or" is not exclusive.

(5) The word "including," when following any general statement or term, does not limit the meaning of the general statement or term to the specific matter immediately following the statement or term.

(6) Unless otherwise specified, any reference to a statute includes that statute and the regulations made pursuant to that statute, with all amendments made and in force from time to time, and to any statute or regulation that supersedes that statute or regulation.

(7) Unless otherwise specified, any reference to a rule, policy, blanket order or instrument includes all amendments made and in force from time to time, and to any rule, policy, blanket order or instrument that supersedes that rule, policy, blanket order or instrument.

(8) Grammatical variations of any defined term have the same meaning.

(9) Any word imputing gender includes the masculine, feminine and neutral genders.

(10) Any word in the singular includes the plural and vice versa.

(11) All references to time in the Exchange Requirements are to Eastern Standard Time in Toronto, Ontario unless otherwise stated.

(12) All references to currency in the Exchange Requirements are to Canadian dollars unless otherwise stated.

1.03 General Discretion of the Exchange

(1) The Exchange Requirements have been put in place to serve as guidelines to issuers seeking and maintaining a listing on the Exchange and their professional advisers. However, the Exchange reserves the right to exercise its discretion in its application of the Exchange Requirements. The Exchange may waive or modify an existing requirement or impose additional requirements in applying its discretion. It may take into consideration the public interest, including market integrity issues, and any facts or situations unique to a particular party or security. Issuers are reminded that listing on the Exchange is a privilege and not a right. The Exchange may grant or deny an application, including an application for listing, notwithstanding that the issuer has met the published ~~the~~ Exchange Requirements.

(2) Without limiting the generality of the foregoing, the Exchange may consider the following factors when exercising its general discretion:

(a) *Track Record:* Whether the issuer, asset manager or fund sponsor has a history of profitable operations or, if not, significant revenues;

(b) *Quality of Management:* Whether the issuer's directors, officers and controlling shareholders, or those of the asset manager or fund sponsor, have a regulatory history or reputation that gives rise to concerns that the business of the issuer will not be conducted with integrity or due regard to the interests of shareholders;

(c) *Liquid Market:* Whether the conditions that promote a liquid and orderly market in the Listed Securities exist;

(d) *Related Party Involvement*: Whether the involvement of Related Parties in transactions of the issuer gives rise to concerns that the business of the issuer will not be conducted with integrity or due regard to the interests of shareholders;

(e) *Review of Filings*: Whether a review of public and other filings raise market integrity or public interest concerns, or concerns that the business of the issuer will not be conducted with integrity or due regard to the interests of shareholders;

(f) *Characteristics of Underlying Assets of CEFs and ETFs*: For CEFs and ETFs, whether the CEF or ETF is suitable for listing on the Exchange having regard to the liquidity and transparency of the pricing of the underlying assets.

(g) *Characteristics of Issuer, Type of Security and Underlying Assets of ETPs*: For ETPs, whether the ETP is suitable for listing on the Exchange having regard to the financial size of the ETP Issuer, the nature of the security including whether it is convertible, and the liquidity and transparency of the pricing of the underlying assets.

(3) The Exchange may request any other documentation or information as part of the original and ongoing listing requirements so that it may confirm that the Listed Issuer is suitable for listing and/or meeting Exchange Requirements.

1.04 Compliance with Securities Laws

A Listed Issuer will be subject to Canadian securities laws as a reporting issuer that is not a "venture issuer" and that is a "non-venture issuer" and must meet those requirements.

Commentary:

Amendments to the relevant securities laws are under consideration and will be made to update the rules to reflect the introduction of a new exchange. Until the amendments are finalized, Listed Issuers will be required to execute the standard undertaking which is attached to the Listing Application (Form ~~1 of the Listing Handbook).~~1A or Form 1B, as applicable).

PART II. ORIGINAL LISTING REQUIREMENTS

2.01 General

(1) This part of the Manual is applicable to issuers seeking to list a class or series of securities on the Exchange.

Commentary:

Listed Issuers that wish to issue additional Listed Securities through a Prospectus or Private Placement Offering should refer to the requirements set out in Part VII.

Listed Issuers that wish to substitute a class of Listed Securities with a different class of securities should refer to the requirements set out in Part VII.

(2) The Exchange has set out minimum listing standards for:

(a) general issuers and investment issuers;

(b) CEFs;

(c) ETFs; and

(d) ETP Issuers.

(3) The Exchange may in its discretion apply alternative criteria where appropriate (see Section 1.03).

Commentary:

With respect to an application (or proposed application) to list securities of a CEF or ETF, or to list ETP securities, where the securities: (i) introduce novel characteristics or features into the Canadian capital markets; and (ii) will not be issued pursuant to a prospectus, the issuer shall submit a letter identifying similar products in Canada that have been offered through a receipted prospectus. The Exchange will review the submission of the issuer and will analyze whether or not the product proposed to be listed is novel. The Exchange will inform the Ontario Securities Commission, Investment Funds and Structured Products Branch of the filing.

2.02 Minimum Listing Standards – General

(1) *Minimum Distribution* – Public Float of 1,000,000 securities together with a minimum of 300 Public ~~Securityholders~~Security Holders each holding at least a Board Lot.

(2) *Minimum Price* – $2 per security.

(3) *Issuer Criteria* – Meet the requirements of at least one of the following categories:

(a) Equity Standard:

(i) Shareholders' equity of $5,000,000,
(ii) Market value of Public Float of $15,000,000, and
(iii) An operating history of at least 2 years; or

(b) Net Income Standard:

(i) Shareholders' equity of $4,000,000, and
(ii) Market value of Public Float of $5,000,000, and
(iii) Net income from continuing operations in its last fiscal year, or in two of its last three years, of at least $750,000; or

(c) Market Value Standard:

(i) Shareholders' equity of $5,000,000,
(ii) Market value of securities listed (or to be listed) on the Exchange, another Canadian marketplace or an Accepted Foreign Exchange of $50,000,000, and
(iii) Market value of Public Float of $15,000,000.

Commentary:

Where the Market Value Standard is used, the market value of the securities must meet the applicable requirements for at least 90 consecutive trading days prior to the listing.

~~(3)~~(4) *Working Capital and Capital Structure* – Adequate working capital to carry on business and an appropriate capital structure.

~~(4)~~(5) *Analyst Coverage / Investor Relations Requirement* – ~~at~~At least one of the following:

(a) The commitment of at least one Qualified Analyst to cover the security for a period of at least one year and to issue one or more research reports (as defined in Rule 3400 of the IIROC dealer member rules); or

(b) An investor relations budget of at least $50,000 per year for a period of at least one year.

Commentary:

The Exchange will review the proposed plan to allocate the investor relations budget to confirm it is being used to provide information which facilitates knowledgeable investment decisions. Acceptable expenses include: maintaining IR web site, presentations to institutional and retail investors, research, staff compensation, annual reports, news release dissemination and media monitoring.

~~(5)~~(6) *Investment Issuer* – An issuer that does not have an operating business may qualify for listing on the Exchange where:

(a) the issuer is not an Investment Fund;

(b) the issuer has adopted an investment policy setting out the issuer's policy in relation to asset allocation and risk diversification which has:

(i) been approved by shareholders, and
(ii) been disclosed in the issuer's Listing Statement or has otherwise been Posted and filed on SEDAR; and

(c) the issuer satisfies the listing criteria set out in this section, provided that the issuer is not required to satisfy:

(i) the operating history criteria set out in section 2.02(3)(a)(iii), if applying under the Equity Standard~~;~~, and

(ii) the analyst coverage / investor relations requirement set out in section 2.02(5).

~~(6)~~(7) *Supplemental Listings* ~~–~~ A Listed Issuer or an Other Listed Issuer may apply to have a new class or series of securities listed and posted for trading on the Exchange (a supplemental listing). Other than the exceptions set out below, all minimum listing requirements apply to a supplemental listing of securities of a Listed Issuer or an Other Listed Issuer:

(a) *Warrants* ~~–~~ Warrants issued by a Listed Issuer or an Other Listed Issuer (to purchase securities of its own issue) must have a Public Float of at least 150,000 warrants held by at least 150 Public ~~Securityholders~~Security Holders, each holding at least 100 warrants. The minimum price requirement set out in section 2.02(2) does not apply to a supplemental listing of warrants;

(b) *Preference Shares* ~~–~~ Preference Shares issued by a Listed Issuer or an Other Listed Issuer must have a Public Float of at least 150,000 shares held by at least 150 Public ~~Securityholders~~Security Holders, each holding at least 100 shares; and

(c) *Convertible Debentures* – Convertible debentures issued by a Listed Issuer or an Other Listed Issuer (that are convertible into securities of its own issue) must have at least 150 Public ~~Securityholders~~Security Holders, each holding at least $1,000 of convertible debentures. The minimum price requirement set out in section 2.02(2) does not apply to a supplemental listing of convertible debentures.

2.03 Minimum Listing Standards for Closed End Funds

(1) *Minimum Distribution* ~~–~~ Public Float of 1,000,000 securities together with a minimum of 300 Public ~~Securityholders~~Security Holders each holding at least a Board Lot;

(2) *Net Asset Value* ~~–~~ A CEF must have a net asset value of at least $20,000,000.

(3) *Calculation of Net Asset Value* – A CEF must provide the Exchange with a representation that the net asset value will be calculated and made publicly available each business day.

2.04 Minimum Listing Standards for Exchange Traded Funds

(1) *Distribution* – There must be at least 100,000 securities outstanding prior to the commencement of trading on the Exchange.

(2) *Net Asset Value* – An ETF must have a net asset value of at least $2,000,000, unless it is an ETF with a net asset value of at least $1,000,000 and is part of a group of Investment Funds that are managed by the same Investment Fund manager, all of which are listed or are to be listed on the Exchange or another Canadian exchange, and the group has a net asset value of at least $10,000,000.

(3) *Calculation of Net Asset Value* – An ETF must provide the Exchange with a representation that the net asset value will be calculated and made publicly available each business day.

2.05 Minimum Listing Standards for Exchange Traded Products

(1) *Minimum Distribution* – Public Float of 1,000,000 securities together with a minimum of 300 Public ~~Securityholders~~Security Holders each holding at least a Board Lot.

(2) *Minimum Public Float Value* – $4,000,000.

Commentary:

For some ETPs, the distribution or Public Float of the ETP may not be relevant to the Exchange's review, for example, where the ETP is convertible into the underlying securities or asset, or into cash. In such cases, the Exchange's review will focus on the ETP Issuer and the liquidity (directly, or in the case of an index or portfolio, indirectly) of the underlying assets and/or securities. The Exchange may consider, among other things, where the underlying assets and/or securities are traded, the transparency of trading prices, distribution, float and trading volume.

(3) *Assets of ETP Issuer* – The ETP Issuer must have assets in excess of $100 million.

(4) *Other ETP Issuer Criteria* – The ETP Issuer must (i) be, or be an affiliate of, a Listed Issuer, Other Listed Issuer or Foreign Issuer, or (ii) be a trust company, asset manager or financial institution with substantial capital, surplus and experience.

(5) Calculation of Net Asset Value – Where appropriate for the particular ETP, the ETP Issuer must provide the Exchange with a representation that the net asset value will be calculated and made publicly available each business day.

2.06 Minimum Listing Standards for ETP-Debt Securities

(1) *Minimum Distribution* – Public Float of 1,000,000 securities together with a minimum of 300 Public ~~Securityholders~~Security Holders each holding at least a Board Lot, or a

minimum of 300 Public ~~Securityholders~~Security Holders each holding at least $1,000 of ETP-Debt Securities.

(2) *Minimum Public Float Value* – $4,000,000.

Commentary:

For some ETP-Debt Securities, the distribution or Public Float of the ETP-Debt Security may not be relevant to the Exchange's review, for example, where the ETP-Debt Security is convertible into the underlying securities or asset, or into cash. In such cases, the Exchange's review will focus on the ETP Issuer and the liquidity (directly, or in the case of an index or portfolio, indirectly) of the underlying assets and/or securities. The Exchange may consider, among other things, where the underlying assets and/or securities are traded, the transparency of trading prices, distribution, float and trading volume.

(3) *Term* – The issue has a term of not greater than thirty (30) years.

(4) *Not Convertible Debt* – The issue must not be convertible debt of the ETP Issuer of a type contemplated in Section 2.02(7)(c).

(5) *Assets of ETP Issuer* – The ETP Issuer must have assets in excess of $100 million.

(6) *Tangible Net Worth of ETP Issuer* – The ETP Issuer must have a minimum tangible net worth in excess of $100 million.

(7) *Other ETP Issuer Criteria* – The ETP Issuer must (i) be, or be an affiliate of, a Listed Issuer, Other Listed Issuer or Foreign Issuer, or (ii) be a trust company, asset manager or financial institution with substantial capital, surplus and experience.

(8) *Calculation of Net Asset Value* – Where appropriate for the particular ETP-Debt Security, the ETP Issuer must provide the Exchange with a representation that the net asset value will be calculated and made publicly available each business day.

2.07 Management of Listed Issuers

(1) The Exchange considers the quality of management of its Listed Issuers to be an important consideration for investors and important for market confidence.

(2) Management must act with integrity. The Exchange may review the conduct of any Insider of a Listed Issuer. The Exchange must be satisfied that the business and affairs of the Listed Issuer will be conducted with integrity and in the best interests of security holders, and that the Listed Issuer will comply with the Exchange Requirements and applicable securities and corporate laws, and the constating documents of the Listed Issuer.

Commentary:

In particular, an issuer will not be approved for listing if any Insider has been convicted of fraud, breach of fiduciary duty, violations of securities legislation (other than minor violations that do not give rise to investor protection or market integrity concerns) unless the issuer severs relations with such Person to the satisfaction of the Exchange.

An issuer may not be approved for listing if any Insider has entered into a settlement agreement with a securities regulatory authority or is associated with any Person who would disqualify an issuer for listing.

(3) Management must have knowledge and expertise relevant to the business of the issuer.

2.08 Other Listed Issuers

(1) An Other Listed Issuer can apply to list its securities on the Exchange by following the procedures set out in this Part. Upon acceptance, the Other Listed Issuer will become subject to all of the provisions of this Listing Manual unless explicitly exempted by the Exchange and, notwithstanding anything else herein, such issuer must contemporaneously file all documents filed with the other Canadian recognized exchange with the Exchange (and Post such documents as required by this Listing Manual).

(2) The Exchange will consider granting exemptions in respect of provisions of this Listing Manual for Other Listed Issuers.

Commentary:

An exemption may be granted from this Listing Manual where the Exchange is satisfied that the issuer is subject to substantially similar requirements as those contained in this Listing Manual.

Where an exemption has been granted to the Other Listed Issuer by the Canadian recognized exchange on which its securities are listed, the Exchange will not automatically grant a similar exemption. The Exchange will consider granting an exemption upon application by the Other Listed Issuer and upon consideration of the merits of such application.

2.09 Foreign Issuers

(1) A Foreign Issuer can apply to list its securities on the Exchange by following the procedures set out in this Part. Upon acceptance, the Foreign Issuer is subject to all of the provisions of this Listing Manual unless explicitly exempted by the Exchange and, notwithstanding anything else herein, such issuer must contemporaneously file all documents filed with the Accepted Foreign Exchange with the Exchange (and Post such documents as required by this Listing Manual), translated if necessary into English and/or French.

(2) A Foreign Issuer must be able to satisfy all of its reporting and public company obligations in Canada.

(3) If the Foreign Issuer has its head office outside Canada, as long as it is listed on the Exchange, such issuer must appoint an agent for service of process and maintain an address for service within Canada and must agree to attorn to the laws of the Province of Ontario and the federal laws of Canada applicable therein.

(4) The Exchange will consider granting exemptions in respect of provisions of this Listing Manual for Foreign Issuers.

Commentary:

Foreign Issuers are subject to all applicable Canadian securities laws unless exemptions are obtained from the relevant securities commission(s).

An exemption may be granted from the Listing Manual where the Exchange is satisfied that the issuer is subject to a substantially similar regulatory and exchange listing regime as in Canada, as well as similar requirements as those contained in this Listing Manual.

The Exchange may require a Foreign Issuer to establish that its original listing jurisdiction has substantially similar requirements to those required by the Exchange Requirements and Ontario securities laws, and may require that the Foreign Issuer provide a legal opinion or other documentation in support of an exemption from the Listing Manual. The Exchange may publish additional guidance concerning the availability of exemptions from the Listing Manual for Foreign Issuers, and may publish a list of Accepted Foreign Exchanges.

2.10 Emerging Market Issuers

(1) "Emerging Market Issuer" means, unless otherwise determined by the Exchange, an issuer whose mind and management as well as principal active operations are located in Asia, Asia Pacific (excluding Japan, Singapore, Australia and New Zealand), Africa, South America and Eastern Europe.

(2) The Exchange may adopt additional listing requirements or procedures applicable to the listing of securities of Emerging Market Issuers.

Commentary:

The Exchange has not adopted listing requirements or procedures applicable to the listing of securities of Emerging Market Issuers. The Exchange will not accept an application to list securities of an Emerging Market Issuer until such requirements or procedures are adopted and implemented by the Exchange.

2.11 Listing Transactions that do not Involve an Agent, Underwriter or Canadian Securities Regulatory Authority

(1) In light of the increased risks associated with an application to list securities of an issuer: (i) for which no IIROC member or other suitable third party has concurrently conducted due diligence, or (ii) that does not involve a prospectus reviewed by a Canadian securities regulatory authority, the application to list securities on the Exchange will be subject to additional requirements and/or increased scrutiny by the Exchange.

Commentary:

When assessing whether to impose additional requirements, the Exchange may consider the following factors:

(a) whether the issuer is an Emerging Market Issuer;
(b) the size, nature and location of the issuer's business or assets;

(c) whether the issuer is subject to analogous regulation in its home jurisdiction; and
(d) the length of time since due diligence has last been conducted by a third party (ex: by an underwriter) or since the issuer has filed a prospectus.

(2) The Exchange may require:

(a) additional submissions to be filed by the issuer or other experts, including title and other legal opinions;

(b) due diligence or other reports to be prepared by a third party (who may be required to be an IIROC member); and/or

(c) that the issuer file a non-offering prospectus with a Canadian securities regulatory authority.

(3) Issuers described in this section that are applying to list their securities on the Exchange must arrange a pre-filing meeting with the Exchange to discuss their application and any additional information or other requirements that will be applicable.

2.12 Escrow

(1) An issuer applying for listing in conjunction with an initial public offering must have an escrow agreement with its principals that complies fully with the requirements of National Policy 46-201 *Escrow for Initial Public Offerings* ("**NP 46-201**") respecting established issuers. The Exchange will require the issuer to provide a draft of such escrow agreement(s) to the Exchange for review prior to its execution.

Commentary:

The Exchange may grant an exemption to the escrow agreement required if the issuer will be an "exempt issuer" pursuant to section 3.2(b) of NP 46- 201.

(2) For escrow agreements required by the Exchange, a Listed Issuer may apply to the Exchange to:

(a) amend the terms of existing escrow agreements required by the Exchange;

(b) request the transfer of securities within escrow; or

(c) request the early release of securities from escrow, if applicable.

(3) For escrow agreements required under NP 46-201, or required by another exchange or other entity, Listed Issuers must apply to the relevant securities commission, exchange or entity which originally required the escrow agreement for any specific request to amend the terms of the escrow agreement.

(4) Transfers of Listed Securities escrowed pursuant to Exchange Requirements require the prior written consent of the Exchange. Except as specifically provided in this Manual and

in the escrow agreement, securities of principals of a Listed Issuer may only be transferred to new or existing principal of a Listed Issuer in accordance with the following terms and subject to any legal or other restriction on transfer, and with the approval of the Listed Issuer's board of directors. To apply for a transfer within escrow, the Listed Issuer or owner of the escrowed securities must submit the following documents to the Exchange:

(a) a letter requesting transfer within escrow, identifying the registered and beneficial owner of the escrowed securities (including name and address) and the proposed registered and beneficial owner of the escrowed securities after giving effect to the transfer. The letter must confirm that the transferee is a principal of the Issuer or such other permitted transferee;

(b) a copy of the escrow security purchase agreement;

(c) a document signed by the transferee consenting to be bound by the terms of the escrow agreement; and

(d) a letter from the escrow agent confirming the escrow securities currently held in escrow under the escrow agreement, including the names of the registered owners and the number of securities held by each.

2.13 Listing Application ~~–~~ Procedure

(1) The application for listing must include the following:

(a) two duly executed Listing Agreements (Form 1);

Commentary:

An issuer is not required to submit a Listing Agreement if the issuer has previously submitted a Listing Agreement to the Exchange and such Listing Agreement continues to be effective.

~~(a)~~(b) a completed (initial) Listing Application (Form ~~1~~1A or Form 1B, as applicable) together with the supporting documentation set out in ~~Appendix~~Schedule A ~~to~~of the Listing Application~~;~~ (Form 1A or Form 1B, as applicable);

~~(b)~~(c) a draft Listing Statement (Form 2) (including financial statements approved by the proposed Listed Issuer's board of directors and its audit committee);

Commentary:

A Foreign Issuer may submit to the Exchange its most recent up-to-date public offering document which is compliant with the securities laws of its jurisdiction and substantially similar to a Listing Statement in lieu of a Listing Statement.

Although the Foreign Issuer may use its most recent up-to-date public offering document as a substitute to the Listing Statement, the Foreign Issuer will become a reporting issuer under Canadian securities legislation upon the listing of its securities on the Exchange and, as such, will be subject to Canadian

continuous disclosure requirements unless specifically exempted therefrom by the applicable Canadian securities regulatory authority.

~~(c)~~(d) a duly executed Personal Information Form (Form 3) or a Declaration (Form 3A or Form 3B, as applicable) from each Insider of the proposed Listed Issuer;

Commentary:

An Insider of a proposed Listed Issuer does not have to provide a Personal Information Form (Form 3) to the Exchange if the Insider has submitted a form substantially similar to a Personal Information Form in respect of an Other Listed Issuer to a Canadian exchange other than the Exchange within the past 36 months, but must submit a Declaration (Form 3B), and attach a copy of the personal information form submitted to that other Canadian exchange, upon which the Exchange will conduct its own background checks based on the information provided or such other information as requested by the Exchange.

The Personal Information Form requirement is not applicable for a supplemental listing of securities of a Listed Issuer.

~~(d)~~(e) such other documentation as the Exchange may require to assess the issuer's qualification for listing or to support the disclosures made in the Listing Statement and other documentation filed in connection with the Listing Application; and

Commentary:

The Exchange will require an issuer to file technical reports required to be filed with securities commissions under National Instrument 43-101 and geological reports supporting an issuer's National Instrument 51-101 disclosure, and may require the issuer to provide a summary.

~~(e)~~(f) the application fee plus applicable taxes.

(2) The Exchange will use its best efforts to review the application in a timely manner with due regard to any schedule for filing a prospectus.

(3) Following its review, the Exchange may conditionally approve the issuer, defer or decline the application.

(4) If an issuer is conditionally approved, it has 90 days in which to file the final documentation set out in section 2.14. If an application is deferred, the issuer has 90 days in which to address the specific issues that caused deferral. If the issues are not addressed during that period to the satisfaction of the Exchange, the application will be declined.

(5) Subject to a right of appeal, a declined issuer may not submit a new application until six months have elapsed from the date on which it was given notice that the application was declined.

(6) Ontario securities law prohibits a Person with the intention of effecting a trade in a security from making any representation that a security will be listed on a stock exchange, or that application has been or will be made to list the security on a stock exchange unless (a) application has been made to list the security and other securities issued by the same issuer

are already listed on an exchange, or (b) the exchange has granted conditional approval to the listing, or has otherwise consented to the representation. An issuer that has been conditionally approved for listing by the Exchange may use the following language in its final prospectus or offering document, but only in its entirety:

"The Exchange has conditionally approved the listing of these securities. Listing is subject to the Listed Issuer fulfilling all of Aequitas NEO Exchange Inc.'s requirements on or before **[*date stipulated by the Exchange*]**, including minimum distribution requirements."

Commentary:

The Exchange will also advise the relevant securities commission(s) of the conditional approval.

2.14 Final Documentation

(1) The issuer must submit the following documentation for final listing approval and posting of its securities for trading on the Exchange:

(a) a completed (final) Listing Application (Form ~~1~~1A or Form 1B, as applicable) together with any additions or amendments to the supporting documentation previously provided, as required by ~~Appendix~~Schedule A to the Listing Application~~;~~ (Form 1A or Form 1B, as applicable);

(b) one originally executed copy of the Listing Statement (Form 2) dated within three business days of the date it is submitted;

Commentary:

A Foreign Issuer may submit to the Exchange its most recent up-to-date public offering document which is compliant with the securities laws of its jurisdiction and substantially similar to a Listing Statement in lieu of a Listing Statement.

Although the Foreign Issuer may use its most recent up-to-date public offering document as a substitute to the Listing Statement, the Foreign Issuer will become a reporting issuer under Canadian securities legislation upon the listing of its securities on the Exchange and, as such, will be subject to Canadian continuous disclosure requirements unless specifically exempted therefrom by the applicable Canadian securities regulatory authority.

~~(c) two duly executed Listing Agreements (Form 4);~~

~~***Commentary:***~~

~~*An issuer is not required to submit a Listing Agreement if the issuer has previously submitted a Listing Agreement to the Exchange and such Listing Agreement continues to be effective.*~~

~~(d)~~(c) an opinion of counsel that the proposed Listed Issuer:

(i) is in good standing under and not in default of applicable corporate law (or equivalent in the case of non-corporate issuers);

(ii) is (or will be) a reporting issuer or equivalent under the securities legislation of **[state applicable jurisdictions]** and is not in default of any securities law requirement of any jurisdiction in which it is a reporting issuer or equivalent;

(iii) has the corporate power and capacity to own its properties and assets, to carry on its business as it is currently being conducted, and to enter into the Listing Agreement (Form 1) and to perform its obligations thereunder (or equivalent in the case of non-corporate issuers);

(iv) has taken all necessary corporate action to authorize the execution, delivery and performance of the Listing Agreement (Form 1) and that the Listing Agreement has been duly executed and delivered by the proposed Listed Issuer and constitutes a legal, valid and binding obligation of the proposed Listed Issuer, enforceable against the proposed Listed Issuer in accordance with its terms (or equivalent in the case of non-corporate issuers);

~~(e)~~(d) an opinion of counsel that all proposed Listed Securities that are issued and outstanding or that may be issued upon conversion, exercise or exchange of other issued and outstanding securities are or will be duly issued and are or will be outstanding as fully paid and non-assessable securities (or equivalent in the case of non-corporate issuers);

~~(f)~~(e) a certificate of the applicable government authority that the proposed Listed Issuer is in good standing under and not in default of applicable corporate law (or equivalent in the case of non-corporate issuers);

~~(g)~~(f) a copy of the written notice from the Clearing Corporation confirming the CUSIP number assigned to the proposed Listed Security;

~~(h)~~(g) if the proposed Listed Securities are to be listed upon conclusion of a public offering, a copy of the receipt(s) for the (final) prospectus;

~~(i)~~(h) a letter from the transfer agent stating the total number of proposed Listed Securities issued and outstanding;

~~(j)~~(i) a definitive specimen of the security certificate;

~~(k)~~(j) such other documentation as the Exchange may require; and

~~(l)~~(k) the balance of the listing fee plus applicable taxes.

(2) Forthwith following final approval of the listing by the Exchange, the Listed Issuer must Post the following documents:

(a) the Listing Statement (Form 2); and

(b) unless filed on SEDAR, the documents required to be filed by Part 9 of National Instrument 41-101 *General Prospectus Requirements* or Part 4 of National Instrument 44-101 *Short Form Prospectus Distributions*, as applicable.

(3) If the Listed Issuer has offered an over-allotment option, the Listed Issuer must submit a Form 14C within 30 days after the option is exercised.

2.15 Documents to be Filed on SEDAR

The final version of the Listed Issuer's Listing Statement (Form 2) must be filed on SEDAR.

PART III. CONTINUOUS LISTING REQUIREMENTS

Listed Issuers and Listed Securities must meet the following continuous listing criteria. Failure to meet any of the continuous listing criteria will be processed in accordance with the provisions of Part XI.

3.01 Continuous Listing Requirements – General

(1) *Distribution* – Public Float of 500,000 securities together with a minimum of 150 Public ~~Securityholders~~Security Holders each holding a Board Lot;

(2) *Minimum Public Float Value* – $2,000,000; and

(3) *Minimum Standards* – ~~a~~At least one of the following criteria must be met:

(a) Shareholder~~'~~s' equity of at least $2,500,000;

(b) Net income from continuing operations of at least $375,000; or

(c) Market value of Listed Securities of at least $25,000,000.

(4) *Supplemental Listing:*

(a) For a supplemental listing of warrants, a Public Float of at least 50,000 warrants, held by at least 50 Public ~~Securityholders~~Security Holders, each holding at least 100 warrants;

(b) For a supplemental listing of Preference Shares, a minimum Public Float of $2,000,000 and at least 50,000 Public Securities held by at least 50 Public ~~Securityholders~~Security Holders, each holding at least 100 Preference Shares; and

(c) For a supplemental listing of convertible debentures, a minimum Public Float of $2,000,000 and at least 50 Public ~~Securityholders~~Security Holders, each holding at least $1,000 of convertible debentures.

(5) *Analyst Coverage / Investor Relations Requirement*: At least one of the following is required:

(a) The commitment of at least one Qualified Analyst to cover the security for a period of at least one year and to issue one or more research reports (as defined in Rule 3400 of the IIROC dealer member rules); or

(b) An investor relations budget of at least $50,000 per year.

3.02 Continuous Listing Requirements – CEF

(1) *Distribution* – Public Float of 500,000 securities together with a minimum of 150 Public ~~Securityholders~~Security Holders each holding a Board Lot;

(2) *Net Asset Value* – ~~a~~ A net asset value of at least $5,000,000; and

(3) *Calculation of Net Asset Value* – A CEF must be in compliance with its net asset value calculation requirements.

3.03 Continuous Listing Requirements – ETF

(1) *Distribution* – Public Float of 50,000 securities;

(2) *Net Asset Value* ~~a~~ – A net asset value of at least $1,000,000 (or $500,000 if the Listed Issuer was listed as part of a group of Investment Funds);

(3) *Calculation of Net Asset Value* – An ETF must be in compliance with its net asset value calculation requirements; and

3.04 Continuous Listing Requirements – ETP

(1) *Distribution* – – Public Float of 500,000 securities together with a minimum of 150 Public ~~Securityholders~~Security Holders each holding a Board Lot;

(2) *Minimum Public Float Value* – – $2,000,000;

Commentary:

For some ETPs, the distribution or Public Float of the ETP may not be relevant for the purposes of the continuous listing requirements. See the Commentary following section 2.05(2).

(3) *ETP Issuer Criteria* – ~~t~~The ETP Issuer must continue to satisfy the requirements set out in sections 2.05(3) and (4).

(4) *Calculation of Net Asset Value* – ~~t~~The ETP Issuer must be in compliance with its net asset value calculation requirements.

3.05 Continuous Listing Requirements – ETP-Debt Security

(1) *Distribution* – – Public Float of 500,000 securities together with a minimum of 150 Public ~~Securityholders~~Security Holders each holding a Board Lot;

(2) *Minimum Public Float Value* – – $2,000,000;

Commentary:

For some ETP-Debt Securities, the distribution or Public Float of the ETP-Debt Security may not be relevant for the purposes of the continuous listing requirements. See the Commentary following section 2.06(2).

(3) *ETP Issuer Criteria* – ~~t~~The ETP Issuer must continue to satisfy the requirements set out in sections 2.06(5) and (6) and 2.06(7).

(4) *Calculation of Net Asset Value* – ŧThe ETP Issuer must be in compliance with its net asset value calculation requirements.

PART IV. ONGOING REQUIREMENTS AND POSTING REQUIREMENTS

4.01 Changes to Directors, Officers and Independent Review Committee Members

(1) Listed Issuers, other than ETP Issuers and issuers of CEFs and ETFs, must Post a Notice of Change of Directors and Officers (Form 5A) upon any change in the directors or officers of the Listed Issuer.

(2) Listed Issuers that are Investment Funds must Post a Notice of Change of Independent Review Committee Member (Form 5B) upon any change in the members of the independent review committee of the Listed Issuer.

4.02 Insiders

(1) Every new Insider of a Listed Issuer must submit a Personal Information Form (Form 3) or a Declaration (Form 3A~~)~~, or 3B, as applicable~~,~~) within 10 business days of their becoming an Insider of a Listed Issuer.

(2) The Exchange may collect such personal information about the Insider of a Listed Issuer as it sees fit.

(3) A Listed Issuer must immediately remove, or cause the resignation of, any director or officer who the Exchange determines is not suitable to act as a director or officer of a Listed Issuer. For other unsuitable Insiders of a Listed Issuer, the Listed Issuer must immediately sever relations with such Person to the satisfaction of the Exchange, or, in the case of a shareholder, satisfy the Exchange that the shareholder does not and will not have any role in the governance of the Listed Issuer.

(4) An Insider of a Listed Issuer does not have to provide a Personal Information Form (Form 3) to the Exchange if that Insider has submitted a form substantially similar to a Personal Information Form in respect of an Other Listed Issuer to a Canadian exchange other than the Exchange within the past 36 months but must submit a Declaration (Form 3B) and attach a copy of the personal information form submitted to that other Canadian exchange, upon which, the Exchange will conduct its own background checks based on the information provided or such other information as requested by the Exchange.

4.03 Transfer and Registration of Securities

(1) Every Listed Issuer must maintain in good standing transfer and registration facilities in the City of Toronto or elsewhere in Canada, where its Listed Securities must be directly transferable.

(2) The transfer and registration facilities must be operated by a transfer agent recognized by the Clearing Corporation.

(3) This section does not apply to a Foreign Issuer to the extent that such Foreign Issuer's registrar and transfer agent can settle trades with the Clearing Corporation.

4.04 Dematerialized Securities

Issuers must make arrangements acceptable to the Clearing Corporation so that all trades in Listed Securities are cleared and settled on a book-entry only basis.

4.05 Filing Fees

Upon the occurrence of an event or closing of a transaction for which a filing fee is applicable, the Listed Issuer must submit the applicable filing fee plus applicable taxes. Receipt of the applicable filing fee is a pre-requisite to the listing for trading of any securities issued pursuant to the event or transaction.

4.06 Posting Officer

(1) A Listed Issuer must designate at least one individual to act as its Posting officer and at least one backup. The Posting officers are responsible for making all of the Postings required under the Exchange Requirements.

(2) A Listed Issuer may Post documents through the facilities of a third party service provider approved by the Exchange.

4.07 Postings

(1) *Confidentiality* – A Listed Issuer may request from the Exchange that a document or notice required to be Posted be marked as confidential and not accessible for public dissemination or review. If a Listed Issuer requests confidentiality, it must advise the Exchange in writing within 10 days of the filing if it believes that the document or notice should remain confidential and every 10 days thereafter until the document or notice is Posted.

(2) *General Dissemination of Material Information and Selective Disclosure* – Listed Issuers are reminded that Posting is not equivalent to general dissemination of Material Information. Listed Issuer should take care to ensure that Material Information contained in a Posting is generally disclosed in accordance with applicable securities laws and Part V of this Listing Manual. Where a Posting will contain Material Information, a press release disclosing such Material Information should be generally disclosed in advance of the Posting in compliance with a Listed Issuer's selective disclosure obligations.

4.08 Documents ~~r~~Required to be Filed and Posted

(1) In addition to filing requirements set out elsewhere in this Listing Manual, every Listed Issuer must promptly file with the Exchange every material document (i) required to be filed with any securities regulatory authority for a jurisdiction in which it is a reporting issuer or equivalent; or (ii) to be delivered to security holders of a Listed Issuer.

(2) In addition to the Posting requirements set out elsewhere in this Listing Manual, every Listed Issuer must promptly Post the following documents with the Exchange:

(a) In respect of the Listed Issuer's fiscal year end:

(a) annual financial statements, together with annual management's discussion and analysis or annual management report on fund performance, as applicable;

(b) annual information form; and

(c) quarterly updates (Form 6) current as of the last day of the relevant quarter, to be Posted concurrently with a Listed Issuer's annual financial statement.

(b) In respect of the Listed Issuer's fiscal quarter end:

(a) interim financial statements, together with interim management's discussion and analysis or interim management report on fund performance, as applicable; and

(b) quarterly updates (Form 6) current as of the last day of the relevant quarter, to be Posted concurrently with a Listed Issuer's interim financial statement.

(3) A Listed Issuer must promptly file or Post such other documentation as the Exchange may request from time to time in its discretion, in each case in connection with the maintenance of the listing of the Listed Securities on the Exchange.

4.09 Issuer Website

A Listed Issuer must maintain a website. Any information regarding the issuer disclosed on its website must be up-to-date and accurate, and the issuer must promptly correct or update any incorrect or obsolete information.

PART V. TIMELY DISCLOSURE

A. Obligation to Disclose Material Information

5.01 Introduction

(1) This Manual is not an exhaustive statement of the timely and continuous disclosure requirements applicable to Listed Issuers. Listed Issuers must comply with all applicable requirements of securities legislation. In particular, mining issuers must comply with the additional disclosure requirements of National Policy 43-101 *Standards of Disclosure for Mineral Projects*. Oil and gas issuers must comply with the additional disclosure requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*. All Listed Issuers must comply with National Policy 51-201 *Disclosure Standards* and, if applicable, section 11.2 of NI 81-106 *Investment Fund Continuous Disclosure*.

Commentary:

Listed Issuers should establish a clear written disclosure policy and insider trading policy to help it and its directors, officers and employees comply with their obligations under both securities laws and the Listing Manual.

Listed Issuers should consult Part 6 of National Policy 51-201 when implementing a disclosure policy and insider trading policy. Such policies should be reviewed and adopted by the board of directors of the issuer, distributed to its officers and employees, and periodically reviewed and updated as necessary. Directors, officers and employees should be trained so that they understand and can apply the policies.

(2) Each Listed Issuer must determine Material Information in the context of its own affairs. Material Information varies from one issuer to another, and will be influenced by factors such as the issuer's profitability, assets, capitalization, and the nature of its operations.

Commentary:

Given the element of judgment involved, Listed Issuers are encouraged to review applicable securities laws, as well as consult with the Market Regulator, on a confidential basis at an early stage to determine whether a particular event gives rise to Material Information.

5.02 Disclosable Events

(1) Listed Issuers are required to make immediate public disclosure of all Material Information. They are not required to interpret the impact of external political, economic and social developments on their affairs, but if the external development will have or has had a direct effect on their business and affairs that is both material and uncharacteristic of the effect generally experienced as a result of such development by other companies engaged in the same business or industry, Listed Issuers are urged, where practical, to explain the particular impact on them. For example, a change in government policy that affects most companies in a particular industry does not require an announcement, but if it affects only one or a few companies in a material way, an announcement should be made.

(2) A reasonable investor's investment decision may be affected by factors relating directly to the securities themselves as well as by information concerning the Listed Issuer's business and affairs. For example, changes in a Listed Issuer's issued capital, stock splits, redemptions and dividend decisions may all have an impact upon the reasonable investor's investment decision.

(3) Actual or proposed developments that are likely to require immediate disclosure include, but are not limited to, the following:

(a) changes in security ownership that may affect control of the Listed Issuer;

(b) changes in corporate structure, such as reorganizations, amalgamations, etc.;

(c) take-over bids or issuer bids;

(d) major corporate acquisitions or dispositions;

(e) changes in capital structure;

(f) borrowing of a significant amount of funds;

(g) public or private sale of additional securities;

(h) development of new products and developments affecting the Listed Issuer's resources, technology, products or market;

(i) significant discoveries or exploration results, both positive and negative, by resource companies;

(j) entering into or loss of significant contracts;

(k) firm evidence of significant increases or decreases in near-term earnings prospects;

(l) changes in capital investment plans or corporate objectives;

(m) significant changes in management;

(n) significant litigation;

(o) major labour disputes or disputes with major contractors or suppliers;

(p) events of default under financing or other agreements; or

(q) any other developments relating to the business and affairs of the issuer that might reasonably be expected to influence or change an investment decision of a reasonable investor.

Commentary:

Disclosure is only required where a development is material. Announcements of an intention to proceed with a transaction or activity should be made when a decision has been made to proceed with it by the Listed Issuer's board of directors or by senior management with the expectation of concurrence from the board of directors. However, a corporate development in respect of which no firm decision has yet been made but that is reflected in the market price may require prompt disclosure.

Forecasts of earnings and other financial forecasts need not be disclosed, but where a significant increase or decrease in earnings is indicated in the near future, such as in the next fiscal quarter, this fact must be disclosed. Forecasts should not be provided on a selective basis to certain investors not involved in the management of the affairs of the company. If disclosed, they should be generally disclosed. Reference should be made to National Instrument 51-102 with respect to disclosure of forward looking information, including future-oriented financial information and financial outlooks.

(4) If a pending transaction has been announced but has not closed, updates should be provided at least every 30 days, unless the original announcement specifies a specific date on which an update will be given. Any change that is material to the pending transaction as announced must be disclosed promptly.

5.03 Rumours and Unusual Trading Activity

(1) Rumours and unusual trading activity may influence or change the investment decision of a reasonable investor and/or the trading price of an issuer's securities. It is impractical to expect management to be aware of, and comment on, all rumours or unusual trading activity. However, when either rumours or unusual trading activity occur, the Market Regulator may request that the Listed Issuer make a clarifying statement. A trading halt may be imposed pending release of a "no corporate developments" statement.

(2) If a rumour is correct in whole or in part, or if it appears that the unusual trading activity reflects illicit trading on non-disclosed Material Information, the Market Regulator will require the Listed Issuer to make immediate disclosure of the relevant Material Information, and a trading halt may be imposed pending release and dissemination of that information.

5.04 Timing of Disclosure and Pre-Notification of the Market Regulator

(1) A Listed Issuer must disclose Material Information forthwith upon the information becoming known to management, or in the case of information previously known, forthwith upon it becoming apparent that the information is material. Immediate release of information is necessary to ensure that it is promptly available to all investors and to reduce the risk that Persons with access to that information will act upon undisclosed information.

(2) The policy of immediate disclosure frequently requires that press releases be issued during trading hours, especially when an important corporate development has occurred. When this occurs, the Listed Issuer must notify the Market Regulator *prior* to the issuance of a press release and must not disseminate the press release until instructed by the Market Regulator. The Market Regulator will determine whether trading in the Listed Issuer's securities should be temporarily halted. The Market Regulator will also review the proposed wording of the press release to ensure it is complete and balanced.

(3) Where a release is issued after the close of trading, the Market Regulator should be advised prior to the opening of trading the following trading day.

5.05 Dissemination and Posting of Material Information

(1) When disseminating Material Information, the news release must be transmitted to the media by the quickest possible method, and by a method that provides the widest dissemination possible. To ensure that the entire financial community is aware of the news at the same time, a wire service (or combination of services) must be used which provides national and simultaneous coverage.

(2) Dissemination of news is essential to ensure that all investors have equal and timely information. Listed Issuers must ensure appropriate dissemination of news releases, and any failure to properly disseminate news shall be deemed to be a breach of this policy and shall be grounds for suspension or Delisting of the Listed Issuer's securities. In particular, the Exchange will not consider relieving a Listed Issuer from its obligation to disseminate news properly because of cost factors.

Commentary:

The Exchange accepts the use of any news services that meet the following criteria:

1. *Dissemination of the full text of the release to the national financial press and to daily newspapers that provide regular coverage of financial news;*
2. *Dissemination to all Members; and*
3. *Dissemination to all relevant regulatory bodies.*

(3) A Listed Issuer must Post all news releases (and other Material Information that is disseminated) and may also file them on its own website. This is not, however, an acceptable means of general dissemination. Listed Issuers must be careful they do not publish their press release on a website before it has been generally disseminated by a full-text service.

(4) If a Listed Issuer chooses to publish news releases or other documents required to be filed by the Exchange or by securities regulatory authorities on its website, it must publish all of them. It cannot publish only favourable information. Similarly, news releases and other filings must be clearly distinguished from marketing material that may also be on the website so that a viewer will not confuse the two.

5.06 Content of News Releases

(1) Announcements of Material Information should be factual and balanced. Unfavourable news must be disclosed just as promptly and completely as favourable news.

(2) News releases must contain sufficient detail to enable investors to assess the importance of the information to allow them to make informed investment decisions.

(3) Listed Issuers should communicate clearly and accurately the nature of the information, without including unnecessary details, exaggerated reports or editorial commentary.

(4) News releases must not be misleading.

***Commentary**:*

For example, a Listed Issuer must not announce an intention to enter into a transaction if it lacks the ability to complete the transaction or if no corporate decision has been made to proceed with the transaction.

(5) Investors and the media may wish to obtain further information concerning the announcement. All news releases must include the name of an officer or director of the Listed Issuer who is responsible for the announcement, together with the Listed Issuer's telephone number. The Listed Issuer is encouraged to also include the name and telephone number of an additional contact person.

5.07 Trading Halts for the Dissemination of Information

(1) Trading may be halted by the Market Regulator during trading hours to allow Material Information to be disseminated and allow market participants to decide if they want to change their buy or sell orders. The Decision to halt trading is the Market Regulator's, and it will not routinely halt trading for all press releases, even at the request of the Listed Issuer. It is not appropriate for a Listed Issuer to request a trading halt if it is not prepared to make an announcement forthwith.

(2) The Market Regulator may also halt trading to obtain a statement from a Listed Issuer clarifying a rumour or unusual trading that is having an effect on the market for the issuer's securities.

(3) A trading halt does not reflect on the reputation of the issuer or its management. Trading is halted for positive developments as well as negative ones.

(4) The Market Regulator will determine the time required to disseminate the news release and consequently the length of any quotation and trading halt. A trading halt will not normally last more than two hours.

(5) A trading halt will not continue for more than 24 hours unless the Market Regulator determines that re-opening trading will have a significant negative impact on market integrity.

(6) A Listed Issuer is expected to issue the news release promptly following the initiation of a trading halt. If an announcement is not forthcoming, the Market Regulator will make any determination with respect to maintaining the halt or resuming trading. In either case, the Listed Issuer should be prepared to issue a statement explaining why trading was halted and why it is not able to make an announcement.

B. When Confidentiality ~~May Be~~may be Maintained

5.08 When Information ~~M~~may be Kept Confidential

(1) In restricted circumstances, disclosure of Material Information concerning the business and affairs of a Listed Issuer may be delayed and kept confidential temporarily, where immediate release of the information would be unduly detrimental to the interests of the Listed Issuer. The withholding of Material Information on this basis should be infrequent and can only be justified where the potential harm to the Listed Issuer or to investors caused by immediate disclosure may reasonably be considered to outweigh the undesirable consequences of delaying disclosure.

(2) In addition, section 75(3) of the *Securities Act* (Ontario), as supplemented by National Policy 51-102 and National Instrument 81-106, provides that where, in the opinion of the reporting issuer, the public disclosure of a material change would be unduly detrimental to the interests of the reporting issuer, or where the material change consists of a decision to implement a change made by senior management of the Listed Issuer who believe that confirmation of the decision by the board of directors is probable, the Listed Issuer may file a report disclosing a material change on a confidential basis. Non-disclosure of information filed with the Ontario Securities Commission is also provided for in section 140(2) of the *Securities Act* (Ontario).

(3) When a Listed Issuer requests that a material change be kept confidential, then pursuant to section 75(4) of the *Securities Act* (Ontario), it must advise the Ontario Securities Commission in writing within 10 days if it wishes that the information continue to be held on a confidential basis, and every 10 days thereafter until the material change is generally disclosed. The Ontario Securities Commission takes the view that it can require the Listed Issuer to disclose a confidential material change when, in its view, the benefit from public disclosure would outweigh the harm to the issuer resulting from disclosure.

(4) Listed Issuers should be guided by applicable securities legislation in determining whether a material change can be filed on a confidential basis with a securities regulatory authority.

(5) Where a decision is made to keep Material Information confidential, the Market Regulator must be immediately notified of the Listed Issuer's decision to do so. The Market Regulator must be provided with a copy of all submissions to the securities regulatory authority relating to a request to make or to continue confidential disclosure. The Market Regulator must be kept fully apprised of the nature of any discussions between the Listed Issuer and the securities regulatory authority relevant thereto, and any decision of the securities regulatory authority with respect to the ability of the Listed Issuer to make or continue confidential disclosure, or requiring the Listed Issuer to make general disclosure.

(6) Listed Issuers that are reporting issuers or equivalent in jurisdictions other than Ontario must ensure that they comply with all applicable laws in addition to this Part.

5.09 Maintaining Confidentiality

(1) Where disclosure of Material Information is delayed, the Listed Issuer must maintain complete confidentiality. In the event that such confidential information, or rumours respecting the confidential information, is divulged in any manner (other than in the

necessary course of business), the Listed Issuer is required to make an immediate announcement on the matter. The Market Regulator must be notified of the announcement, in advance, in the usual manner. Any unusual market activity may mean that news of the matter is being disclosed and that certain Persons are taking advantage of it. In such a case, the Market Regulator should be advised immediately and a halt in trading will be imposed until the Listed Issuer has made disclosure of the Material Information.

(2) At any time when Material Information is being withheld from the public, the Listed Issuer is under a duty to take precautions to keep such information completely confidential. Such information should not be disclosed to any of the Listed Issuer's officers, employees or advisers, except in the necessary course of business. The directors, officers and employees of a Listed Issuer should be reminded on a regular basis that confidential information obtained in the course of their duties must not be disclosed.

5.10 Insider Trading

(1) Listed Issuers should make Insiders and others who have access to Material Information about the Listed Issuer, before it is generally disclosed, aware that trading in securities of the issuer (or securities whose market price or value varies materially with the securities of the reporting issuer), while in possession of undisclosed Material Information or tipping such information, is prohibited under applicable securities legislation and may give rise to administrative, civil and/or criminal liability.

(2) In any situation where Material Information is being kept confidential, management is under a duty to take every possible precaution to ensure that no trading whatsoever takes place by any Insiders or persons in a "special relationship" with the Listed Issuer in which use is made of such information before it is generally disclosed to the public.

(3) In the event that the Market Regulator is of the opinion that insider or improper trading may have occurred before Material Information has been disclosed and disseminated, the Market Regulator may require that an immediate announcement be made disclosing such Material Information. The Market Regulator will refer the matter to the appropriate securities regulatory authority for enforcement action.

5.11 No Selective Disclosure

(1) Disclosure of Material Information must not be made on a selective basis. The disclosure of Material Information should not occur except by means that ensure that all investors have access to the information on an equal footing. The Exchange recognizes that good corporate governance involves actively communicating with investors, brokers, analysts, and other interested parties with respect to the corporation's business and affairs, through private meetings, formal or informal conferences, or by other means. However, when communications of any nature occur other than widely disseminated press releases in accordance with this rule, Listed Issuers may not, under any circumstances, communicate Material Information to anyone, other than in the necessary course of business, in which case the party receiving the information must be instructed to keep it confidential and not to trade the Listed Issuer's securities.

(2) The board of directors of a Listed Issuer should put in place policies and procedures that will ensure that those responsible for dealing with shareholders, brokers, analysts, and other

external parties are aware of their, and the Listed Issuer's, obligations with respect to the disclosure of Material Information.

(3) Should Material Information be disclosed, whether deliberately or inadvertently, other than through a widely disseminated press release in accordance with the rule, the Listed Issuer must immediately contact the Market Regulator and request a trading halt pending the widespread dissemination of the information.

PART VI. DIVIDENDS OR OTHER DISTRIBUTIONS

6.01 Dividends or Other Distributions

(1) In addition to any other requirements of this Listing Manual, Listed Issuers must notify the Exchange of any dividend or other distribution (whether regular or special) to holders of Listed Securities at least seven trading days prior to the Record Date for the distribution by way of a Notice of Stock Dividend (Form 7), if the dividend is in the form of Listed Securities, or by way of a Notice of Cash Dividend (Form 7A) for the distribution of cash or other assets. The Listed Issuer must Post ~~the~~ Form 7 or 7A at least seven trading days prior to the Record Date for the distribution to allow the Exchange to establish "ex" trading dates with respect to the distribution.

(2) The Exchange may use Due Bills for distributions which are subject to a condition which may not be satisfied before the normal ex-distribution trading date (i.e., two trading days before the Record Date). When Due Bills are used for conditional distributions, the condition must be met prior to the payment date. See Section 6.02.

(3) Listed Issuers must notify the Exchange of any decision to omit or defer a dividend if the omission or deferral constitutes a departure from the issuer's dividend policy.

6.02 Due Bill Trading

(1) For the purposes of this section, "distribution" means any dividend, distribution, interest, security or right to which holders of listed securities have an entitlement, based on a specific Record Date.

(2) Due Bill trading may be used at the discretion of the Exchange based on various relevant factors. However, the Exchange will normally defer ex-distribution trading and use Due Bills when the distribution per listed security represents 25% or more of the value of the listed security on the declaration date. Without the use of Due Bills, trading on an ex-distribution basis would commence two trading days prior to the Record Date for the distribution and could result in a significant adjustment of the market price of the security. Security holders will then be deprived of the value of the distribution between the ex-distribution date and the payment date. By deferring the ex-distribution date through the use of Due Bills, sellers of the listed securities during this period can realize the full value of the listed securities they hold, by selling the securities with the Due Bills attached. The use of Due Bills will also avoid confusion regarding the market value of the listed securities.

(3) When Due Bills are used, ex-distribution trading usually commences at the opening on the first trading day after the payment date. In the event that the Exchange receives late notification of the payment date and the payment date has passed, ex-distribution trading will generally commence on the first trading day following such notification.

(4) The Exchange may also use Due Bills for distributions which are subject to a condition which may not be satisfied before the normal ex-distribution trading date (i.e., two trading days before the Record Date). When Due Bills are used for conditional distributions, the condition must be met prior to the payment date.

(5) Listed Issuers should contact the Exchange to discuss the use of Due Bills well in advance of any contemplated Record Date for a distribution.

PART VII. CORPORATE FINANCE AND CAPITAL STRUCTURE CHANGES

7.01 Compliance with Disclosure Obligations

(1) Every transaction, except as noted below, governed by this Part is deemed to be "Material Information" that must be disclosed immediately under the Exchange's Timely Disclosure Policy, even if the Market Regulator determines not to halt trading for dissemination. Listed Issuers must ensure they issue a press release prior to Posting any documents required by this Part.

Commentary:

A grant of an Award under a Security Based Compensation Plan in the normal course is not necessarily Material Information. Listed Issuers must make a determination on a case-by-case basis.

(2) A Listed Issuer must give the Exchange prior notice of any issuance or potential issuance of securities of a class of Listed Securities as provided in this Part.

(3) In addition to any other requirements of this Listing Manual, Listed Issuers must notify the Exchange of any corporate action that may affect holders of Listed Securities at least seven trading days prior to the Record Date for the corporate action. These actions include, but are not limited to, changes of transfer agent and registrar, change in general Listed Issuer information, change in the jurisdiction of organization of the Listed Issuer, change in the Listed Issuer's fiscal year end, change in the Listed Issuer's interlisted status and full or partial redemptions, retractions or cancellation of a Listed Security. The Exchange will set an "ex" trading date for the corporate action, if applicable.

7.02 Compliance with Shareholder Approval Requirements

Transactions subject to this Part of the Manual may also be subject to prior shareholder approval required in Part X of this Listing Manual.

A. Corporate Finance Transactions

7.03 Prospectus Offerings

(1) A Listed Issuer that proposes to issue securities of a class or series of Listed Securities (or securities that are convertible, exercisable or exchangeable into a class or series of Listed Securities) pursuant to a prospectus must promptly file:

(a) a preliminary Notice of Prospectus Offering (Form 8);

(b) a copy of the preliminary prospectus;

(c) a copy of the receipt(s) for the preliminary prospectus; and

(d) any document required to be filed on SEDAR in connection with the filing of the preliminary prospectus.

(2) The pricing rules for private placements in section 7.04 of this Listing Manual and the shareholder approval requirements for securities offerings in section 10.10 of this Listing Manual also apply to issuances of securities by prospectus. Section 7.05 also applies to the issuance of securities that are convertible, exercisable or exchangeable into Listed Securities. Section 7.06 also applies to supplemental listings of securities of a Listed Issuer that are not Listed Securities.

(3) Upon closing of the offering, the Listed Issuer must file:

(a) a final Notice of Prospectus Offering (Form 8);

(b) a copy of the final prospectus;

(c) a copy of the receipt(s) for the final prospectus;

(d) any document required to be filed on SEDAR in connection with the filing of the final prospectus;

(e) if applicable, a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the offering containing the exact wording of the resolution and confirming that it was adopted by a majority of shareholders other than those excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer; and

(f) an opinion of counsel that the securities to be issued pursuant to the offering (and any underlying securities, if applicable) are or will be duly issued and are or will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(4) Upon closing of the offering, the Listed Issuer must Post:

(a) a final Notice of Prospectus Offering (Form 8); and

(b) a copy of the final prospectus.

(5) Listed Securities will normally be posted for trading upon closing of the offering. At the request of the Listed Issuer, the Exchange may establish an "if, as and when issued" market prior to the closing of the offering. No such market will be established prior to the issuance of a receipt for the final prospectus.

(6) If the Listed Issuer has offered an over-allotment option, the Listed Issuer must submit a Form 14C within 10 days after the option is exercised.

7.04 Private Placement Offerings

(1) A Listed Issuer that proposes to issue securities of a class or series of Listed Securities (or securities that are convertible, exercisable or exchangeable into a class or series of Listed Securities) on a "private placement" basis must comply with the following requirements.

(2) The Exchange considers an issuance of securities from treasury for cash or to settle a *bona fide* debt (including securities for services rendered) in reliance on an exemption from the prospectus requirements in applicable securities legislation to be a "private placement".

(3) Subject to section 10.10 of this Listing Manual, the private placement must not be priced lower than the Maximum Discount to ~~market price~~Market Price.

(4) The closing market price must be adjusted for any stock splits or consolidations and must not be influenced by the Listed Issuer, any director or officer of the Listed Issuer or any party with knowledge of the private placement.

(5) If debt is to be exchanged for securities, the issue price is the face value of the debt divided by the number of securities to be issued. If the private placement is of special warrants, the issue price is the total proceeds to the Listed Issuer (before payment of any agent's or other fees) divided by the maximum number of securities that may be issued, assuming any penalty provisions are triggered. If warrants or other convertible securities are to be issued, the Listed Issuer must also comply with Section 7.05.

(6) The price reservation and any price reserved by way of press release expires if the transaction has not closed 45 days after the date on which it is given.

(7) A Listed Issuer that proposes to issue securities pursuant to a private placement must promptly file a preliminary Notice of Private Placement (Form 9) at least 5 trading days prior the close of the private placement.

(8) Upon closing of the placement the Listed Issuer must file:

(a) a Notice of Private Placement (Form 9);

(b) a letter from the Listed Issuer confirming receipt of proceeds;

(c) if applicable, a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the placement containing the exact wording of the resolution and confirming that it was adopted by a majority of shareholders other than those excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer; and

(d) an opinion of counsel that the securities to be issued pursuant to the offering (and any underlying securities, if applicable) are or will be duly issued and are or will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(9) Upon closing of the placement the Listed Issuer must Post the final Notice of Private Placement (Form 9).

7.05 Warrants and other Convertible, Exercisable and Exchangeable Securities

(1) Warrants (to purchase securities of an issuer's own issue) may not be issued for nil consideration except as "sweeteners" in conjunction with a private placement or public offering of Listed Securities (or securities that are convertible, exercisable or exchangeable

into a class or series of Listed Securities), in which case: (i) securities issuable on exercise of the warrants must not be issuable at less than the market price on the trading day prior to the day on which the price of the private placement was reserved, and; (ii) the number of securities issuable upon exercise of the warrants cannot exceed the number of Listed Securities initially placed or offered (or, in the case of the placement or offering of securities that are convertible, exercisable or exchangeable into a class or series of Listed Securities, the number of Listed Securities that are issuable).

(2) Notwithstanding the foregoing, securities issuable upon exercise of warrants issued as compensation to brokers or finders in connection with a private placement or public offering (commonly known as broker warrants or compensation options) may be priced at the offering price for the private placement or public offering.

(3) Convertible, exercisable or exchangeable securities must be subject to standard anti-dilution provisions.

(4) Non-material changes to the conversion, exercise or exchange characteristics of the security are permitted, subject to the prior approval of a majority of Unrelated Directors of the Listed Issuer. Any material changes must be approved by security holders other than security holders who are advantaged by the proposed amendment. A Listed Issuer must Post a notice (Form 9B) at least 5 trading days prior to such proposed amendments.

Commentary:

Materiality is a matter of judgment in the particular circumstance; a Listed Issuer's board of directors must determine materiality. A "material" amendment to the terms of an option, warrant and convertible security include (but are not limited to), the following:

- *a material extension of the term of the convertible security (for example: an extension of a term of a grant by 10% or less may be immaterial but becomes material if the amended term extends the grant past a date when an expected release of information is to occur, or the exercise price is lower than the prevailing market price); or*
- *a re-pricing of any grant (where "re-pricing" means any of the following or any other action that has the same effect: (i) lowering of ~~an~~a conversion/exercise price of an option, warrant or convertible security after it is granted; (ii) any other action that is treated as a re-pricing under generally accepted accounting principles; or (iii) cancelling an option, warrant or convertible security at a time when its conversion/exercise price exceeds the fair market value of the underlying security, in exchange for a~~2~~nother security, unless the cancellation and exchange occurs in connection with an amalgamation, acquisition, spin-off or other similar corporate transaction.*

(5) ETP Listed Securities whose underlying basket is composed of securities of an issuer must file a Form 23 immediately upon the completion of a take-over bid in respect of the underlying or upon the completion of a stock split or consolidation of the underlying that will affect the terms of the Listed Security (such as strike price of number securities).

(6) Within 5 days of the end of the month in which a warrant, convertible or exchangeable security was exercised or cancelled, the Listed Issuer must Post a Notice of Cancellation of Securities (Form 14B).

7.06 Supplemental Listings Relating to a New Class or Series

(1) A Listed Issuer or an Other Listed Issuer may apply to have a new class or series of securities listed and posted for trading on the Exchange (a supplemental listing).

(2) All minimum listing requirements apply to a supplemental listing, other than those supplemented by subsection 2.02(7).

B. Other Transactions Involving the Issuance of Listed Securities

7.07 Acquisitions

(1) Securities may be issued as full or partial consideration at not less than the Maximum Discount to ~~market price~~Market Price. Management of the Listed Issuer is responsible for ensuring that the consideration received is reasonable and must retain copies of evidence of value including confirmation of out-of-pocket costs or replacement costs, fairness options, geological reports, financial statements or valuations. This documentation must be made available to the Exchange upon request.

(2) A Listed Issuer that proposes to issue securities in consideration for an acquisition must promptly file a preliminary Notice of Acquisition (Form 10), at least 5 trading days prior to the close of the acquisition.

(3) Upon closing of the acquisition the Listed Issuer must file:

(a) a final Notice of Acquisition (Form 10);

(b) a letter from the Listed Issuer confirming closing of the transaction and receipt of the assets, transfer of title of the assets or other evidence of receipt of consideration for the issuance of the securities;

(c) if applicable, a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the acquisition containing the exact wording of the resolution and confirming that it was adopted by a majority of shareholders other than those excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer; and

(d) an opinion of counsel that the securities to be issued pursuant to the offering (and any underlying securities, if applicable) are or will be duly issued and are or will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(4) Upon closing of the acquisition, the Listed Issuer must Post the final Notice of Acquisition (Form 10).

(5)

7.08 Security Based Compensation Arrangements and Awards

(1) This section governs the issuance of Awards under Security Based Compensation Arrangements, including stock options that are used as incentives or compensation mechanisms for employees, directors, officers, consultants and other Persons who provide services for Listed Issuers.

(2) All issuances of Awards under Security Based Compensation Arrangements and issuances of securities underlying an Award must be made in compliance with applicable securities laws.

(3) Awards may not have an exercise price or issue price, as applicable, lower than the closing market prices of the underlying securities on the trading day prior to the date of grant of the Award.

(4) Listed Issuers should not price an Award where the market price does not reflect undisclosed Material Information.

(5) A Listed Issuer's Security Based Compensation Arrangement must state a maximum number of securities issuable pursuant to such plan either as a fixed number or percentage of the Listed Issuer's outstanding securities.

(6) Awards issued under a Security Based Compensation Arrangement must be non-transferable.

(7) A Listed Issuer that has instituted a Security Based Compensation Arrangement must file the following concurrent with the first grant under the plan:

(a) a copy of the Security Based Compensation Arrangement;

(b) if applicable, a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the plan containing the exact wording of the resolution and confirming that it was adopted by a majority of shareholders other than those excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer;

(c) an opinion of counsel that any securities to be issued pursuant to the Security Based Compensation Arrangement will be duly issued and will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(8) Unless filed on SEDAR, a Listed Issuer must Post a copy of the Security Based Compensation Arrangement concurrent with the first grant under the plan.

(9) Immediately following each Award grant or amendment, the Listed Issuer must Post a Notice of Security Based Compensation Arrangement Award or Amendment (Form 11).

(10) Within 5 days of the end of the month in which an Award was exercised or cancelled, the Listed Issuer must Post a Notice of Cancellation of Securities (Form 14B).

(11) A Listed Issuer that has amended a Security Based Compensation Arrangement must file the following forthwith after the amendment:

(a) a copy of the Security Based Compensation Arrangement;

(b) if applicable, a certified copy of the minutes of the board of directors' meeting or a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the amendment containing the exact wording of the resolution and confirming that it was adopted by a majority of directors or shareholders other than those excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer; and

(c) where the amendment relates to the number or kind of securities issuable under the Security Based Compensation Arrangement, an opinion of counsel that any securities to be issued pursuant to the Security Based Compensation Arrangement will be duly issued and will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(12) Unless filed on SEDAR, a Listed Issuer that has amended a Security Based Compensation Arrangement must Post a copy of the Security Based Compensation Arrangement forthwith after the amendment.

(13) A Security Based Compensation Arrangement that existed prior to the issuer becoming listed on the Exchange must comply with the requirements of this section 7.08.

7.09 Rights Offerings

(1) A Listed Issuer intending to complete a rights offering must inform the Exchange immediately. Notice may be on a confidential basis if the terms of the rights offering have not been finalized.

(2) Subject to section 10.14, securities offered by way of rights offering are expected to be offered at a "significant discount" to market price at the time of pricing of the offering, which is expected to be at the time of filing of the (final) circular. A significant discount would be equal to at least the Maximum Discount to ~~market price~~Market Price.

(3) The rights offering can be conditional. Rights must be transferable and freely tradeable, and will be posted for trading on the Exchange. Rights can be issued to purchase shares of a reporting issuer in Canada, listed on a Canadian exchange and categorized as a reporting issuer that is not a "venture issuer" and that is a "non-venture" issuer under Canadian securities laws. Shareholders must receive at least one right for each share held.

(4) A Listed Issuer must finalize the terms of the rights offering and obtain clearance from all applicable securities regulatory authorities at least seven trading days prior to the Record Date for a rights offering. "Ex" trading will begin two trading days prior to the Record Date, meaning purchasers on and after that date will not be entitled to obtain rights certificates. Trading in the rights will begin on the first day of "ex" trading in the Listed Securities. If insufficient notice is given, the Exchange will require the Listed Issuer to delay the Record Date. Due Bill trading may be used in certain circumstances for

conditional rights offerings as determined at the discretion of the Exchange. See Section 6.03.

(5) At least seven trading days prior to the Record Date the Listed Issuer must file the following:

(a) a Notice of Rights Offering (Form 12);

(b) a copy of the final rights circular or prospectus as approved by the applicable securities regulatory authority;

(c) a specimen copy of the rights certificate;

(d) a written statement as the date on which the offering circular and rights certificates will be mailed to shareholders (which must be as soon as practicable following the Record Date);

(e) where the securities of the issuer underlying the rights are listed on another exchange, the Exchange will require evidence of a conditional approval letter approving such transaction; and

(f) an opinion of counsel that the securities to be issued on exercise of the rights will be duly issued and will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers).

(6) At least seven trading days prior to the Record Date the Listed Issuer must Post the following:

(a) a Notice of Rights Offering (Form 12); and

(b) unless filed on SEDAR, a copy of the final rights circular or prospectus as approved by the applicable securities regulatory authority.

(7) The rights offering must be open for a minimum of 21 days following the date that the rights circular or prospectus is sent to security holders. Once the rights offering has commenced, there may be no amendments to its terms except as permitted by the Exchange in extremely exceptional circumstances, such as an unanticipated postal strike that makes timely delivery of the circular and certificates impossible. Notwithstanding the foregoing, any amendment to the rights offering must comply with applicable securities laws.

(8) If the offering provides a rounding mechanism whereby rights holders holding less rights than are needed to buy one share can have their entitlement adjusted, arrangements must be made to ensure beneficial holders will be afforded the same treatment as if they were registered holders.

(9) Within 5 days of end of the month in which a right is converted to its underlying Listed Security, the Listed Issuer will Post a Notice of Cancellation of Securities (Form 14B) detailing the rights that have been canceled and Listed Securities issued, along with any applicable fee.

7.10 Take-Over Bids

(1) A Listed Issuer undertaking a take-over bid must file the following documentation:

(a) a Notice of Take-Over Bid (Form 13) within one trading day following announcement of the bid;

(b) a copy of the take-over bid circular; and

(c) an opinion of counsel that any securities to be issued (and any underlying securities, if applicable) are or will be duly issued and are or will be fully paid and non-assessable as soon as practicable (or equivalent in the case of non-corporate issuers).

(2) A Listed Issuer undertaking a take-over bid must Post the following documentation:

(a) a Notice of Take-Over Bid (Form 13) within one trading day following announcement of the bid; and

(b) unless filed on SEDAR, a copy of the take-over bid circular.

(3) If the Listed Issuer is offering a new class of securities as payment under the bid and wishes to list those securities, the provisions of section 7.06 (~~supplemental listings~~Supplemental Listings) and PART X. section C (~~restricted securities~~Restricted Securities) will apply.

(4) Section 10.11 applies to a take-over bid, since a take-over bid is an acquisition.

(5) Within 5 days of end of the month in which the take-over bid closed, the Listed Issuer will Post a final Form 13.

7.11 Additional Listings or Cancellations for Other Purposes

(1) A Listed Issuer that wishes to issue securities of a class of Listed Securities for any purpose not otherwise contemplated by this Listing Manual (for example bonus shares) must file the following documentation within seven trading days (subject to any other timing requirements of the Manual) prior to issuing the securities:

(a) a Notice of Additional Listing (Form 14A);

(b) copies of all relevant agreements; and

(c) an opinion of counsel that the securities to be issued (and any underlying securities, if applicable) are or will be duly issued and are or will be fully paid and non-assessable.

(2) A Listed Issuer must Post the Notice of Additional Listing (Form 14A).

(3) A Listed Issuer that wishes to cancel securities of a class of Listed Securities for any purpose not otherwise contemplated by this Listing Manual must file the following

documentation within seven trading days (subject to any other timing requirements of the Manual) prior to cancelling the securities:

(a) a Notice of Cancellation of Securities (Form 14B); and

(b) copies of all relevant agreements.

7.12 Sales from Control Person through the Facilities of the Exchange

(1) *Responsibility of Member and Seller*. It is the responsibility of both the selling security holder and Member acting on their behalf to ensure compliance with Exchange Requirements and applicable securities laws. In particular, Members and selling security holders should familiarize themselves with the procedures and requirements set out in Part 2 of National Instrument 45-102 *Resale of Securities* ("**NI 45-102**").

Commentary:

If securities are to be sold from a Control Person pursuant to an order made under section 74 of the Securities Act (Ontario) or an exemption contained in subsection 73(1) of the Securities Act (Ontario) 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 Securities Act (Ontario) or NI 45-102. Sales of securities subject to a hold period are special terms trades and will normally be permitted to take place on the Exchange without interference.

(2) General Rules for Control Person Sales on the Exchange.

(a) *Posting*. The seller shall Post a Form 45-102F1 *Notice of Intention to Distribute Securities* under subsection 2.8 of NI 45-102 with the Exchange at least seven days prior to the first trade made to carry out the distribution.

(b) *Notification of Appointment of Member*. The seller must notify the Exchange of the name of the Member, which will act on behalf of the seller. The seller shall not change the Member without prior notice to the Exchange.

(c) *Acknowledgement of Member*. The Member acting as agent for the seller shall give notice to the Exchange of its intention to act on the sale from control before the first sale commences.

(d) *Report of Sales*. Within three days after the completion of any trade, the seller shall file a report with the Exchange containing substantially the same information as an insider report required to be filed in accordance with applicable securities laws. The Member shall report in writing to the Exchange within five days after the end of each month, the total number of securities sold by the seller during the month, and, if and when all of the securities have been sold, the Member shall so report forthwith in writing to the Exchange.

(e) *Term*. The Posting of Form 45-102F1 expires on the earlier of:

(i) thirty days after the date the Form 45-102F1 was filed, and

(ii) the date the selling security holder, or the lender, pledgee, mortgagee or other encumbrancer, files the last of the insider reports reflecting the sale of all securities referred to in the Form 45-102F1.

(f) *First Sale*. The first sale cannot be made until at least seven days after the Posting of Form 45-102F1.

Commentary:

The Exchange may, in circumstances it considers appropriate, require that special conditions be met with respect to any sales. Possible conditions include, but are not limited to, the requirement that the seller not make~~s~~ a sale below the price of the last sale of a Board Lot of the security on the Exchange, which is made by another Person or company acting independently.

(3) Restrictions on Control Person Sales on the Exchange.

(a) *Private Agreements*. A Member is not permitted to participate in sales from a Control Person by private agreement transactions.

(b) *Normal Course Issuer Bids*. If the Listed Issuer of the securities which are the subject of the sale from Control Person is undertaking a Normal Course Issuer Bid in accordance with Sections 7.19 to 7.21 of this Listing Manual, the Normal Course Issuer Bid and the sale from Control Person will be permitted on the condition that:

(i) the Member acting for the Listed Issuer confirms in writing to the Exchange that it will not bid for securities on behalf of the Listed Issuer at a time when securities are being offered on behalf of the Control Person seller,
(ii) the Member acting for the Control Person seller confirms in writing to the Exchange that it will not offer securities on behalf of the Control Person seller at a time when securities are being bid for under the Normal Course Issuer Bid, and
(iii) transactions in which the Listed Issuer is on one side and the Control Person seller on the other are not permitted.

(c) *Price Guarantees*. The price at which the sales are to be made cannot be established or guaranteed prior to the seventh day after the Posting of Form 45-102F1 with the Exchange.

7.13 ETF Creations and Redemptions

An ETF must Post a Notice of Creation or Redemption (Form 15) following the creation or redemption any of the ETF's Listed Securities.

C. Substitutional Listings Related to Corporate Actions

7.14 Name Change

(1) A Listed Issuer that changes its name must file the following at least seven trading days prior to the Effective Date in order to be listed under the new name:

(a) a Notice of Name Change (Form 16), which shall specify the Effective Date and the date that the Certificate of Amendment or equivalent giving effect to the name change will be filed;

(b) confirmation of the new CUSIP number or that the CUSIP number is unchanged; and

(c) a definitive specimen of the new security certificate.

(2) A Listed Issuer must Post the Notice of Name Change (Form 16) at least seven trading days prior to the Effective Date;

(3) A Listed Issuer that changes its name must ensure that the Certificate of Amendment (or equivalent) giving effect to the name change is filed and effective as of the commencement of trading on the Effective Date, and must file and Post a copy of the Certificate of Amendment (or equivalent) no later than the Effective Date.

(4) The Exchange may assign a new stock symbol. The Listed Issuer should submit any requests in this regard in advance of the name change becoming effective.

7.15 Stock Subdivisions (Stock Splits)

(1) For a stock subdivision accomplished by stock dividend, the Listed Issuer must file the following documentation at least seven trading days prior to the Record Date:

(a) a Notice of Stock Subdivision (Form 17);

(b) written confirmation of the Record Date;

(c) an opinion of counsel that all necessary steps have been taken to effect the subdivision and that the securities to be issued will be duly issued and will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers); and

(d) if the security split is part of a reclassification, confirmation of the new CUSIP number.

(2) A Listed Issuer must Post the Notice of Stock Subdivision (Form 17) at least seven trading days prior to the Record Date.

(3) Subject to Section 7.15(4), the securities will begin trading on a split basis two trading days prior to the Record Date for a stock subdivision accomplished by stock dividend.

(4) Due Bill trading may be used in certain circumstances for a stock subdivision accomplished by stock dividend as determined at the discretion of the Exchange. See Section 6.02.

(5) For a stock subdivision accomplished by amendment to the constating documents, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:

(a) a Notice of Stock Subdivision (Form 17), which shall specify the Effective Date and the date that the Certificate of Amendment or equivalent giving effect to the stock split will be filed;

(b) a certified copy of the minutes of the security holder meeting approving the stock split;

(c) an opinion of counsel that all necessary steps have been taken to effect the subdivision and that the securities to be issued will be duly issued and will be fully paid and non-assessable (or equivalent in the case of non-corporate issuers);

(d) confirmation of the new CUSIP number, if applicable;

(e) a definitive specimen of the new security certificate, if applicable; and

(f) a copy of the letter of transmittal for the stock split, if applicable.

(6) A Listed Issuer must Post the Notice of Stock Subdivision (Form 17) at least seven trading days prior to the Effective Date.

(7) A Listed Issuer that effects a stock subdivision by amendment to its constating documents must ensure that the Certificate of Amendment (or equivalent) giving effect to the stock subdivision is filed and effective as of the commencement of trading on the Effective Date, and must file and Post a copy of the Certificate of Amendment (or equivalent) no later than the Effective Date.

(8) For a stock subdivision accomplished by amendment to the constating documents, the securities will begin trading on a split basis two or three trading days following the filing and Posting of all required documents, or as otherwise provided by the Exchange.

7.16 Security Consolidations

(1) A new CUSIP number must be obtained for the consolidated securities.

(2) A Listed Issuer may not consolidate its securities if the total securities outstanding and number of Board Lot holders following the consolidation would be less than the minimums for continued listing set out in Part III.

(3) To give effect to a security consolidation, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:

(a) a Notice of Security Consolidation (Form 18), which shall specify the Effective Date and the date that the Certificate of Amendment or equivalent giving effect to the consolidation will be filed;

(b) a ~~c~~Confirmation of ~~distribution requirements~~Distribution Requirements (Form 18A);

(c) a certified copy of the minutes of the security holder meeting approving the consolidation;

(d) an opinion of counsel that all necessary steps have been taken to effect the consolidation;

(e) confirmation of the new CUSIP number, if applicable;

(f) a definitive specimen of the new security certificate, if applicable; and

(g) a copy of the letter of transmittal for the consolidation, if applicable.

(4) The Listed Issuer must Post the Notice of Security Consolidation (Form 18) at least seven trading days prior to the Effective Date.

(5) A Listed Issuer that effects a consolidation must ensure that the Certificate of Amendment (or equivalent), giving effect to the consolidation, is filed and effective as of the commencement of trading on the Effective Date and must file and Post a copy of the Certificate of Amendment (or equivalent) no later than the Effective Date.

(6) The securities will begin trading on a consolidated basis two or three trading days following the filing and Posting of all required documents, or as otherwise provided by the Exchange.

(7) The Exchange will assign a new stock symbol when the securities begin trading on a consolidated basis. The Listed Issuer should submit any requests in this regard in advance of the consolidation becoming effective.

7.17 Security Reclassifications

(1) A Listed Issuer wishing to effect a security reclassification into one or more classes of securities or other change to its capital structure must consult the Exchange. The requirements to give effect to the reclassification will be tailored to the Listed Issuer's particular situation.

Commentary:

The Exchange will consider transactions that change the nature of an Investment Fund to be a security reclassification. Such transactions may include a conversion of:

- *A CEF into an ETF;*
- *An ETF into a CEF; or*
- *Any transaction where an Investment Fund is restructured as a non-Investment Fund.*

The Listed Issuer should consider whether such reclassification will trigger a requirement under securities laws to seek security holder approval, including in the case of an Investment Fund, whether the reclassification will result in a fundamental change to the investment objective of the Investment Fund.

(2) To give effect to a security restructuring, the Listed Issuer must file the following documentation at least seven trading days prior to the Effective Date:

(a) a Notice of Security Restructuring (Form 19) which shall specify the Effective Date and the date that the Certificate of Amendment or equivalent giving effect to the reclassification will be filed;

(b) a certified copy of the minutes of the security holder meeting approving the reclassification;

(c) an opinion of counsel that all necessary steps have been taken to effect the reclassification, and that the new securities are or will be duly authorized and are or will be fully-paid and non-assessable (or equivalent in the case of non-corporate issuers);

(d) confirmation of the new CUSIP number(s);

(e) a definitive specimen of the new security certificate, if applicable; and

(f) a copy of the letter of transmittal for the reclassification, if applicable.

(3) The Listed Issuer must Post the Notice of Security Restructuring (Form 19) at least seven trading days prior to the Effective Date.

(4) A Listed Issuer that effects a reclassification must ensure that the Certificate of Amendment (or equivalent) giving effect to the reclassification is filed and effective as of the commencement of trading on the Effective Date, and must file and Post, no later than the Effective Date, a copy of the Certificate of Amendment (or equivalent) giving effect to the reclassification.

(5) The securities will begin trading on a post-reclassification basis two or three trading days following the filing and Posting of all required documents, or as otherwise provided by the Exchange.

(6) The Exchange may assign a new stock symbol to the new securities. The Listed Issuer should submit any requests in this regard in advance of the restructuring becoming effective.

D. Issuer Bids Through the Exchange's Facilities

7.18 Issuer Bids

(1) A Listed Issuer undertaking a formal issuer bid for a class of Listed Securities must file the following documentation:

(a) a Notice of Formal Issuer Bid (Form 20) within one trading day following announcement of the bid; and

(b) a copy of the issuer bid circular required by applicable securities legislation as soon as practicable.

(2) A Listed Issuer undertaking a formal issuer bid for a class of Listed Securities must Post a Notice of Cancellation of Securities (Form 14B) within five trading day following completion of the bid.

7.19 Normal Course Issuer Bids – Procedure

(1) Sections 7.19 through 7.21 apply

(a) to all Normal Course Issuer Bids by Listed Issuers; and

(b) to all purchases of Listed Securities by a trustee or other agent for a pension, stock purchase, stock option, dividend reinvestment or other plan in which employees or securities holders of a Listed Issuer may participate if:

(i) the trustee or agent is an employee, director, associate or affiliate of the Listed Issuer, or

(ii) the Listed Issuer directly or indirectly controls the time, price, amount or manner of purchases or directly or indirectly influences the choice of the broker through which purchases are made.

Commentary:

These sections do not apply if the purchases are made on the specific instruction of the employee or security holder who will be the beneficial owner of the securities purchased.

(2) A Listed Issuer must not announce a Normal Course Issuer Bid or Post any documentation in connection with a Normal Course Issuer Bid, if it does not have a present intention to purchase securities.

(3) The maximum number of securities to be purchased under a Normal Course Issuer Bid cannot be a number that would make that class of securities ineligible for continued listing on the Exchange, assuming all the securities are purchased.

(4) A Listed Issuer intending to make a Normal Course Issuer Bid for a class of Listed Securities must file a draft Notice of Normal Course Issuer Bid (Form 20A), which states the maximum number of securities the issuer intends to purchase under the bid, seven trading days prior to issuing a news release announcing the details of the bid; the final Form 20A must be Posted when the news release is disseminated.

Commentary:

An issuer may make a bid for less than the maximum number of securities permitted by the definition of Normal Course Issuer Bid. If so, the Form 20A must contain the number of securities the issuer intends to

purchase rather than simply stating the maximum number. Subsection (7) allows a Listed Issuer to increase the maximum number of securities that are the subject of the bid.

The Exchange will review the Form 20A to determine if the NCIB is acceptable based on market integrity concerns.

The news release announcing the bid must contain a summary of the information in Form 20A, including the maximum number of shares to be purchased, the reason for the bid, any restrictions on purchase and the number of shares purchased in the preceding twelve months.

(5) A Normal Course Issuer Bid expires on the earlier of:

(a) one year from the date of Posting of the Form 20A commencing the NCIB (without reference to the date of filing of any amended Form 20A); and

(b) any earlier date specified in the Form 20A.

Commentary:

An issuer wishing to continue a bid for more than one year must file a new Form 20A no later than the expiry date of the current form.

(6) The maximum number of securities that can be purchased under the bid must be adjusted for stock splits, stock dividends and stock consolidations. The Listed Issuer must Post an amended Form 20A reflecting the adjustment at the same time as it Posts the documentation required for the subdivision or consolidation.

(7) If:

(a) the original Form 20A specified purchases of less than the maximum number permitted under the definition of Normal Course Issuer Bid, a Listed Issuer may Post a revised Form 20A permitting the purchase of up to the greater of 10% of the Public Float or 5% of the outstanding securities as of the date of the Posting of the original Form 20A; and

(b) the number of securities outstanding of the class that is the subject of the Normal Course Issuer Bid has increased by more than 25% from the date of Posting of the original Form 20A, a Listed Issuer may Post a revised Form 20A permitting the purchase of up to the greater of 10% of the Public Float or 5% of the outstanding securities as of the date of the Posting of the amended Form 20A.

(8) A Listed Issuer must Post a revised Form 20A in the event of any material change in the information in the current Form 20A, as soon as practicable, following the material change.

Commentary:

A change in the number of shares outstanding is not a material change requiring filing of an amended form unless the issuer is increasing the number of shares it intends to purchase pursuant to subsection (7). A decrease in the number of shares the issuer intends to purchase is a material change.

(9) A Listed Issuer must issue a news release prior to or concurrently with the filing of any amended Form 20A containing full details of the amendment.

(10) Within 10 days of the end of each calendar month, the Listed Issuer, trustee or agent must Post a completed Form 20B indicating the number of securities purchased in the previous month (on the Exchange or otherwise), including the volume weighted average price paid.

7.20 Normal Course Issuer Bids — Restrictions on Purchases

(1) A Listed Issuer, trustee or agent must appoint one (and only one) Member at any one time to make purchases under the bid. The Listed Issuer must notify the Market Regulator and the Exchange of the name of the Member and the registered representative responsible for the bid. To assist the Exchange in its surveillance function, the Listed Issuer is required to provide written notice to the Exchange before it intends to change its purchasing Member. The purchasing Member shall be provided with a copy of Form 20A and be instructed to make purchases in accordance with the provisions herein and the terms of such notice.

(2) Normal course issuer bid purchases may not be made by intentional crosses, prearranged trades or private agreements, except for purchases under the block purchase exemption in subsection 7.21(5).

(3) If a Normal Course Issuer Bid is outstanding at the time a sale from a Control Person under Part 2 of National Instrument 45-102 *Resale of Securities* is underway, the Member making purchases under the bid must ensure that it is not bidding for securities at the same time securities are offered under the sale from control.

(4) A Listed Issuer must not purchase securities under a Normal Course Issuer Bid, while a formal issuer bid for the same securities is outstanding. This restriction does not apply to a trustee or agent making purchases for a plan in which employees, or security holders, participate.

(5) If a Listed Issuer has a securities exchange take-over bid outstanding at the same time as a Normal Course Issuer Bid is outstanding for the offered securities, the Listed Issuer may only make purchases under the Normal Course Issuer Bid permitted by OSC Rule 48-501 *Trading during Distributions, Formal Bids and Share Exchange Transactions.*

(6) A Listed Issuer, trustee or agent may not make any purchases under a Normal Course Issuer Bid while in possession of any Material Information that has not been disseminated under Part V of this Listing Manual.

(7) Failure of a Member making purchases pursuant to a Normal Course Issuer Bid to comply with any requirement herein may result in the suspension of the bid.

7.21 Normal Course Issuer Bids — Limits on Price and Volume

(1) Normal Course Issuer Bid purchases may not begin until two trading days after the later of:

(a) the Posting of a Form 20A or amended Form 20A in connection with the bid; and

(b) the issuance of a news release containing details of the Form 20A or amended Form 20A.

(2) It is inappropriate for a Listed Issuer making a Normal Course Issuer Bid to abnormally influence the market price of its securities. Normal Course Issuer Bid purchases must be made at or below the price of the last independent trade of the security (on any marketplace) at the time of purchase. Notwithstanding the foregoing, a violation to the preceding rule will not occur where: (i) the independent trade occurred no more than one second before the Normal Course Issuer Bid purchase that created the uptick, (ii) the independent trade is a down tick to the previous trade and the Normal Course Issuer Bid purchase would not have created an uptick to the trade prior to the last independent trade, and (iii) the price difference between the independent trade and the Normal Course Issuer Bid purchase was not more than $0.02.

Commentary:

The following are not considered independent trades, whether made directly or indirectly:

- *trades for the account or an Insider of the Listed Issuer or for an account under the direction of an Insider;*
- *trades for the account of the Member making purchases under the bid or under the direction of the Member;*
- *trades solicited by the Member making purchases under the bid; and*
- *trades made by the Member making purchases for the bid in order to facilitate a subsequent block purchase by the Listed Issuer.*

The Exchange will not consider this section to be violated by an inadvertent uptick caused by a change in the last sale price that occurred immediately prior to the entry of the purchase order.

(3) Normal course issuer bid purchases may not be made at the opening of trading or during the 30 minutes prior to the scheduled closing of the continuous trading session. Orders may be entered in the closing call notwithstanding the price restriction in subsection (2).

(4) Except as provided in subsection (5), a Listed Issuer that is not an Investment Fund must not make a purchase that, when aggregated with all other purchases during the same trading day, exceeds the greater of:

(a) 25% of the Average Daily Trading Volume of the security; and

(b) 1,000 of such securities.

(5) Notwithstanding the restriction in subsection (4), a Listed Issuer may make a purchase of a block of securities that:

(a) has a purchase price of at least $200,000;

(b) is at least 5,000 securities with an aggregate purchase price of at least $50,000; or

(c) is at least 20 Board Lots and is greater than 150% of the Average Daily Trading Volume of the security, provided that:

(i) the block is naturally occurring, and does not consist of a combination of orders for the purpose of artificially creating a block to rely on this section;

(ii) the block is not beneficially owned by, or is not under the control or direction of, a Related Person of a Listed Issuer;

(iii) the Listed Issuer makes no more than one purchase under this subsection in a calendar week; and

(iv) after making a block purchase, the Listed Issuer makes no further purchases during that trading day.

Commentary:

The block purchase exemption is only an exemption from the daily purchase restrictions. Listed Issuers cannot make a block purchase that would result in more shares purchased than permitted under the Form 20A filed in connection with the bid.

(6) A Listed Issuer that is an Investment Fund must not make a purchase that, when aggregated with all other purchases during the preceding 30 days, exceeds 2% of the securities of that class outstanding as of the date of filing of the Form 20A in connection with the bid.

E. Shareholder Rights Plans

7.22 Shareholder Rights Plans – Procedure

(1) This section applies to any shareholder rights plan, commonly known as a "poison pill," adopted by a Listed Issuer, whether or not the rights entitle a shareholder to purchase a Listed Security.

Commentary*:*

The Exchange does not endorse or prohibit the adoption of poison pills, whether or not in connection with a potential take-over bid. Poison pills are subject to review by the applicable securities commissions under National Policy 62-202 Take-Over Bids — Defensive Tactics.

(2) A Listed Issuer must file the following documentation as soon as practicable after issuing a news release with details of the plan:

(a) a Notice of Shareholder Rights Plan (Form 21); and

(b) a copy of the shareholder rights plan.

(3) A Listed Issuer must Post the following documentation as soon as practicable after issuing a news release with details of the plan:

(a) a Notice of Shareholder Rights Plan (Form 21); and

(b) unless filed on SEDAR, a copy of the shareholder rights plan.

(4) A shareholder rights plan may not exempt any security holders from the operation of the plan, except that, where minority shareholder approval is obtained, a shareholder rights plan may provide exemptions to grandfather existing security holders.

Commentary:

Minority shareholder approval means the approval of security holders who are not exempted from the plan.

(5) A shareholder rights plan may not have a triggering threshold of less than 20% unless shareholder approval is obtained.

(6) Security holders of the Listed Issuer must ratify the shareholder rights plan no later than six months following the adoption of or any material amendments to the plan. If security holder ratification is not obtained within this time period, the plan must be cancelled.

(7) The Listed Issuer must issue a news release immediately upon the occurrence of an event causing the rights to separate from Listed Security.

PART VIII. SIGNIFICANT TRANSACTIONS

8.01 Notification

(1) A Listed Issuer must give notice to the Exchange of significant transactions that do not involve the issuance of securities. The Exchange considers the following to be significant transactions:

(a) any transaction or series of transactions with a Related Person of a Listed Issuer with an aggregate value greater than 10% of the Listed Issuer's market capitalization on a pre-transactional basis;

(b) any transaction or series of transactions by a Listed Issuer having an aggregate value greater than 25% of the Listed Issuer's market capitalization on a pre-transactional basis;

(c) any loan to a Listed Issuer other than by a financial intermediary (as defined in OSC Rule 14-501 *Definitions*);

(d) any loan by a Listed Issuer unless such loan is in the ordinary course of business;

(e) any payment of a bonus, finder's fee, commission or other similar payment in connection with an issuance of securities; or

(f) where the Listed Issuer is the subject of a take-over bid.

Commentary:

The Listed Issuer is required to provide notice of significant transactions that are outside of the ordinary course of business that may raise market integrity issues. Listed Issuers should interpret this obligation broadly and err on the side of disclosure if it is uncertain whether a transaction would trigger the notification requirement. The above list details what transactions the Exchange will consider to be outside of the ordinary course of business, however, the Exchange, in its discretion, may deem other transactions to be significant transactions requiring compliance with this Part.

(2) In addition, a Listed Issuer must provide additional details of any transaction or development it is obliged to disclose under the Exchange's Timely Disclosure Policy.

Commentary:

The Exchange expects that a Listed Issuer will provide updates to the market when changes that are material occur in respect of a significant transaction. A Listed Issuer must provide sufficient details of any such developments to provide the market with a meaningful update. Examples of such changes include, but are not limited to: changes in the closing date of an acquisition or disposition; changes in consideration offered; creation of a new Insider of a Listed Issuer; and any risks involved in an acquisition or disposition.

(3) A transaction that results in a change of business may be subject to the reverse takeover rules contained in Part IX of this Listing Manual. Significant related party transactions may

also be subject to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

(4) Listed Issuers intending to undertake a transaction for which notice is required must:

(a) for all transactions that have an aggregate value greater than 10% of the Listed Issuer's market capitalization on a pre-transactional basis, file a Notice of Significant Transaction (Form 22) seven trading days prior to the public announcement of the transaction, and Post the Form 22 not more than one trading day following the public announcement of the transaction; and

(b) for all other transactions, Post a Notice of Significant Transaction (Form 22) one trading day following the public announcement of the transaction.

(5) All notices filed with the Exchange will be held in confidence until the public announcement is made.

(6) The Listed Issuer must notify the Exchange when the transaction has closed.

PART IX. REVERSE TAKEOVER TRANSACTIONS

9.01 Definition

(1) A "reverse takeover" transaction means a "reverse takeover" within the meaning of National Instrument 51-102. The Exchange also considers a significant acquisition by a Listed Issuer accompanied or preceded by a change of control to be a "reverse takeover". The Exchange has discretion to deem any transaction or series of transactions to be a reverse takeover transaction.

Commentary:

A significant acquisition is any transaction, whether by asset purchase, take-over bid, amalgamation, arrangement, merger or otherwise that substantially change~~'~~s the Listed Issuer's business. A business is considered to be substantially changed if more than 50% of the issuer's assets or 50% of its revenues following the change are from the assets, business or other interest that is the subject of the significant acquisition.

A change of control results when a Listed Issuer issues securities (calculated on a fully diluted basis) equal to more than 100% of the number of outstanding equity securities (calculated on a non-diluted basis) in connection with the significant acquisition (including an offering to raise money to be able to make a cash acquisition) or where there is a substantial change in management or the board of directors of the Listed Issuer.

As an example, if the number of securities issued or issuable by an Investment Fund in payment of the purchase price for an acquisition of another fund exceeds 100% of the number of securities outstanding of the Investment Fund, which is a Listed Issuer, on a non-diluted basis, it will be considered a reverse takeover transaction.

A "reverse takeover" will also be deemed to have occurred where a Listed Issuer becomes an Investment Issuer.

(2) A Listed Issuer completing a reverse takeover transaction must comply with all of the original listing requirements detailed in Part II. Listed Issuers are urged to consult with the Exchange at an early stage when contemplating any transaction that might be considered a reverse takeover transaction.

9.02 Exception

(1) Reverse takeover transaction~~s~~ are subject to additional regulation because the business of the Listed Issuer has fundamentally changed such that the Listed Issuer's past disclosure is not as relevant to the entity resulting from the significant acquisition. A transaction involving two or more Listed Issuers does not give rise to these concerns and will not be considered a reverse takeover transaction, except in exceptional cases; however, such Listed Issuers should consult with the Exchange prior to undertaking a reverse takeover transaction.

(2) Notwithstanding anything else in this Listing Manual, the exemption in Section 9.02(1) does not apply to a reverse takeover of an Investment Fund.

9.03 Procedure

(1) A Listed Issuer undergoing a reverse takeover transaction must meet the standards and follow the procedures outlined for an original listing. In addition, it must obtain security holder approval for the significant acquisition. For this purpose, holders of Restricted Securities must be entitled to vote with the holders of any class of securities of the Listed Issuer, which otherwise carry greater voting rights, on a basis proportionate to their respective residual equity interests in the Listed Issuer.

(2) The information circular must contain prospectus level disclosure in accordance with National Instrument 51-102F5, Section 14.2, and for the purposes thereof, the reverse takeover transaction is deemed to be a "restructuring transaction" within the meaning of National Instrument 51-102F5. The information circular may be used as the listing statement for the listing of the resulting company. The Exchange will require the Listed Issuer to file a draft of the information circular with the Exchange, for review, at least 20 trading days before it intends to send the circular to security holders.

(3) The Listed Issuer must submit the application filing fee plus applicable taxes at the time that the draft information circular is delivered.

(4) Principals of the resulting company must enter into an escrow agreement with the Exchange that complies with the requirements of NP 46-201. The Exchange will require the Listed Issuer to provide a draft of such escrow agreement(s) to the Exchange for review at least 10 trading days prior to its execution. The terms of the escrow agreement must be drafted as if the Listed Issuer were an "established issuer" pursuant to the terms of NP 46-201.

Commentary:

The Exchange may grant an exemption to the escrow agreement required if the resulting issuer will be an "exempt issuer" pursuant to section 3.2(b) of NP 46-201.

(5) Securities issued pursuant to a reverse takeover transaction will be subject to the Maximum Discount to ~~market price~~Market Price, minimum pricing and other requirements detailed in sections 7.04 and 7.05 of this Listing Manual.

(6) Following the security holder approval, the Listed Issuer must, in addition to any documents that must be filed or Posted in accordance with Part II of this Listing Manual, file the following documents with the Exchange:

(a) a certified copy of the scrutineer's report which details the results of the vote on the resolution to approve the reverse takeover transaction (if applicable, the report must confirm that security holder approval was obtained on any other matters in respect of which it was required);

(b) an original or notarial certified copy of any escrow agreement(s) required to be entered into pursuant to section 9.03(4); and

(c) a legal opinion or officer's certificate confirming that all closing conditions have been satisfied.

(7) Following the security holder approval, the Listed Issuer must submit the balance of the filing fee plus applicable taxes.

PART X. CORPORATE GOVERNANCE AND SECURITY HOLDER APPROVAL

A. Corporate Governance

10.01 Application

(1) Sections 10.02, 10.03, 10.04 and 10.05 do not apply to Listed Issuers that are ETP Issuers or issuers of CEFs and ETFs.

(2) Section 10.06 applies to Listed Issuers that are Investment Funds.

10.02 Governance of Listed Issuers

(1) A Listed Issuer must have a board of directors that includes at least two Unrelated Directors or, when the board of directors consists of six or more members, must be composed of at least one-third Unrelated Directors.

Commentary:

A Listed Issuer with sufficient financial resources is expected to have a board of directors composed of at least a majority of Unrelated Directors.

The Unrelated Directors should hold regularly scheduled meetings (or in camera sessions) at which non-Unrelated Directors and members of management are not in attendance. In camera sessions should be held by the Unrelated Directors at every scheduled board meeting, at a minimum.

(2) A Listed Issuer must have a Chief Executive Officer, a Chief Financial Officer who cannot be the Chief Executive Officer, and a secretary.

(3) At each annual meeting of holders of listed securities, the board of directors must permit security holders of each class or series to vote on the election of all directors to be elected by such class or series.

(4) Materials sent to security holders in connection with a meeting of security holders, at which directors are being elected, must provide for voting on each individual director.

(5) Each director of a listed issuer must be elected by a majority (50% +1 vote) of the votes cast with respect to his or her election other than at contested meetings ("**Majority Voting Requirement**").

Commentary:

A "contested meeting" is defined as a meeting at which the number of directors nominated for election is greater than the number of seats available on the board.

(6) A Listed Issuer must implement the Majority Voting Requirement by adopting a written policy, or by otherwise including it in its articles, by-laws or other similar instruments. The Majority Voting Requirement must substantially provide for the following:

(a) any director must immediately tender his or her resignation to the board of directors if he or she is not elected by at least a majority (50% +1 vote) of the votes cast with respect to his or her election;

(b) the board shall determine whether or not to accept the resignation within 90 days after the date of the relevant security holders' meeting and the board shall accept the resignation absent exceptional circumstances;

(c) the resignation will be effective when accepted by the board;

(d) a director who tenders a resignation pursuant to the Majority Voting Requirement will not participate in any portion of the meeting of the board or any sub-committee of the board at which the resignation is considered; and

(e) the issuer shall promptly issue a news release with the board's decision, a copy of which must be filed with the Exchange (if the board determines not to accept a resignation, the news release must fully state the reasons for that decision).

(7) The Listed Issuer must fully describe the Majority Voting Requirement on an annual basis, in its materials sent to holders of listed securities in connection with a meeting at which directors are being elected.

(8) Listed Issuers that are majority controlled are exempted from the Majority Voting Requirement. Listed Issuers with more than one class of listed voting securities may only rely on this exemption with respect to the majority controlled class or classes of securities that vote together for the election of directors. A Listed Issuer relying on this exemption must disclose, on an annual basis in its materials sent to holders of listed securities in connection with a meeting at which directors are being elected, its reliance on this exemption and its reasons for not adopting majority voting.

Commentary:

"Majority controlled" is defined as a security holder or company that beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 50 percent or more of the voting rights for the election of directors, as of the record date for the meeting.

(9) Following each meeting of security holders at which there is a vote on the election of directors at an uncontested meeting, each Listed Issuer must promptly disclose by press release the detailed voting results for the election of each director.

Commentary:

The disclosure is intended to provide the reader with insight into the level of support received for each director. Accordingly, the disclosure should disclose the percentage and/or number of votes received 'for' and 'withheld' for each director.

If no formal count has occurred that would meaningfully represent the level of support received by each director, for example when a vote is conducted by a show of hands, the Listed Issuer should disclose the

percentage and/or number of votes represented by proxy that were voted 'for' and 'withheld' for each director.

(10) In respect of the solicitation of proxies or votes, a Listed Issuer is prohibited from paying intermediaries unless payment is made for all votes obtained during a contested director election, whether such votes are in favour of or against management's recommended director nominees.

Commentary:

A Listed Issuer with sufficient financial resources would also be expected to monitor and consider adopting additional corporate governance best practices.

10.03 Audit Committee

A Listed Issuer must have an audit committee that complies with the requirements of National Instrument 52-110 *Audit Committees*.

10.04 Compensation Committee

(1) A Listed Issuer must have a compensation committee composed of a majority of Unrelated Directors that:

(a) reviews and approves goals and objectives relevant to the Chief Executive Officer's compensation;

(b) evaluates the Chief Executive Officer's performance with respect to those goals and objectives;

(c) determines the Chief Executive Officer's compensation (both cash-based and equity-based);

(d) reviews and approves incentive compensation plans and equity-based plans and determines whether security holder approval should be obtained; and

(e) makes recommendations to the board with respect to compensation of other senior officers and directors.

(2) A Listed Issuer does not have to establish a compensation committee if the matters discussed in section 10.04, other than section 10.04(1)(e), are approved by Unrelated Directors constituting a majority of the ~~B~~board's Unrelated Directors in a vote in which only Unrelated Directors participate.

10.05 Nominating and Corporate Governance Committee

(3) A Listed Issuer must have a nominating and corporate governance committee composed of a majority of Unrelated Directors that is responsible for identifying individuals qualified to become new board members and recommending to the board the new director nominees for the next annual meeting of shareholders. In making its recommendations, the nominating and corporate governance committee should consider:

(a) the competencies and skills that the board considers to be necessary for the board, as a whole, to possess;

(b) the diversity of the board composition (including gender considerations);

(c) the competencies and skills that the board considers each existing director to possess; and

(d) the competencies and skills each new nominee will bring to the boardroom.

(4) The nominating and corporate governance committee should also consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.

(5) A Listed Issuer does not have to establish a nominating and corporate governance committee if the matters discussed in section 10.05 are approved by Unrelated Directors constituting a majority of the ~~B~~board's Unrelated Directors in a vote in which only Unrelated Directors participate.

10.06 Independent Review Committee

A Listed Issuer that is an Investment Fund must have an independent review committee that complies with the requirements of National Instrument 81-107 *Independent Review Committee ~~F~~for Investment Funds*.

10.07 Quorum Requirements

The quorum for a meeting of security holders of a Listed Issuer shall be no less than 33 1/3% of security holders eligible to vote at the meeting.

B. Security Holder Approval

10.08 No Derogation from Corporate or Securities Law or Constating Documents

The provisions of this Part are in addition to any requirement for security holder approval or minority security holder approval in corporate or securities law of the constating documents of a Listed Issuer.

10.09 General Requirements

(1) Any Related Party of a Listed Issuer that has a material interest in a transaction that: (a) differs from the interests of shareholders generally and, (b) would materially affect the Listed Issuer, may not vote on any resolution to approve that transaction.

(2) An Exchange Requirement for security holder approval may be satisfied by obtaining a written resolution signed by holders of at least 50% of the holders entitled to vote thereon, and specifically excluding holders who are excluded from voting by Exchange Requirements, corporate or securities law or the constating documents of the Listed Issuer.

~~(2)~~(3) Listed Issuers using this exemption will be required to issue a press release at least seven trading days in advance of the closing of the transaction, which shall disclose the material terms of the transaction and that the Listed Issuer has relied upon this exemption.

~~(3)~~(4) Notwithstanding the foregoing, any security holder approval requirement contained in corporate or securities laws or the constating documents of the Listed Issuer must be obtained in accordance with those sources of law.

~~(4)~~(5) The security holder approval requirements apply to transactions involving the issuance or potential issuance of listed Non-Voting Securities.

~~(5)~~(6) Where a transaction will affect the rights of holders of different classes of securities, the security holder approval requirements will apply on a class-by-class basis.

~~(6)~~(7) Where a transaction involves the issuance of Restricted Securities or Super-Voting Securities, the provisions of Part X.C shall apply.

~~(7)~~(8) Materials sent to security holders in connection with the vote for approval must contain information in sufficient detail to allow a security holder to make a fully-informed decision. The Exchange will require the Listed Issuer to file a draft of the information circular with the Exchange for review of market integrity issues before it sends the circular to security holders in respect of a transaction that requires the Listed Issuer to Post any Form or otherwise provide notice to the Exchange.

~~(8)~~(9) In addition to any specific requirement for security holder approval, the Exchange will generally require security holder approval if in the opinion of the Exchange the transaction materially affects control of the Listed Issuer.

Commentary:

The Exchange takes the view that "materially affects control" means the ability of any security holder or combination of security holders acting together to influence the outcome of a vote of security holders, including the ability to block significant transactions. This ability will be affected by the circumstances of a particular case, including the presence or absence of other large security holdings, the pattern of voting behaviour by other holders at previous security holder meetings and the distribution of the voting securities. A transaction that results, or could result, in a new Control Person will be considered to materially affect control, unless the circumstances indicate otherwise.

10.10 Securities Offering

(1) Subject to section 10.10(2), security holders must approve a proposed securities offering (by way of prospectus or by private placement) if:

(a) the number of securities issuable in the offering (calculated on a fully diluted basis) is more than 25% of the total number of securities or votes outstanding (calculated on a non-diluted basis) and the price of the offering is less than the closing price of the security on the day preceding the date on which the Listed Issuer announced the offering, but not less than the Maximum Discount to ~~market price~~Market Price;

(b) the price is less than the Maximum Discount to ~~market price~~Market Price, regardless of the number of shares to be issued; or

(c) the number of securities issuable to Related Persons of a Listed Issuer in the offering, when added to the number of securities issued to such Related Persons of a Listed Issuer in private placements or acquisitions in the preceding twelve months (in each case, calculated on a fully-diluted basis), is more than 10% of the total number of securities or votes outstanding (calculated on a non-diluted basis), regardless of the price of the offering.

Commentary:

In determining whether the 25% threshold has been crossed, all securities issuable in the offering are counted, whether or not convertible securities are out of the money, and no other issued convertible securities are counted, whether or not they are in the money.

For example, ABC has 10,000,000 common shares outstanding and has outstanding securities convertible into 5,000,000 common shares at $10.00. The market price of ABC's common shares is $15.00. If ABC were to complete a private placement of 1,500,000 common shares at $14.75 with a sweetener of warrants convertible into a further 1,500,000 common shares at $20.00, shareholder approval would be required as the maximum number of shares issuable (3,000,000) is more than 25% of the 10,000,000 shares outstanding. The securities convertible into common shares at $10.00 are not counted.

If the offering was completed at $15.00 or higher, there would be no requirement for shareholder approval unless the provisions for approval of transactions with Related Persons apply.

In calculating the number of shares issued to Related Persons to the Listed Issuer in the previous twelve months, do not include shares that were issued in a transaction approved by shareholders.

(2) Security holder approval of an offering is not required if:

(a) the Listed Issuer is in serious financial difficulty;

(b) the Listed Issuer has reached an agreement to complete the offering;

(c) no Related Person of a Listed Issuer is participating in the offering; and

(d) the

(i) audit committee, if comprised solely of Unrelated Directors, or
(ii) Unrelated Directors constituting a majority of the ~~B~~board's Unrelated Directors in a vote in which only Unrelated Directors participate,

have determined that the offering is in the best interests of the Listed Issuer, is reasonable in the circumstances and that it is not feasible to obtain security holder approval or complete a rights offering to existing security holders on the same terms.

(3) A Listed Issuer taking advantage of the exemption in section 10.10(2) must issue a news release five days in advance of the security offering stating it will not hold a security holder vote and fully explaining how it qualifies for the exemption.

10.11 Acquisitions

(1) Security holders must approve an acquisition if:

(a) a Related Person of a Listed Issuer or a group of Related Persons of a Listed Issuer has a 10% or greater interest in the assets to be acquired and the total number of securities issuable (calculated on a fully diluted basis) are more than 5% of the total number of securities or votes of the Listed Issuer outstanding (calculated on a non-diluted basis); or

(b) for Listed Issuers that are not Investment Funds, the total number of securities issuable (calculated on a fully diluted basis) is more than 25% of the total number of securities or votes of the Listed Issuer outstanding (calculated on a non-diluted basis);

where,

(c) the term "total number of securities issuable" includes securities issuable pursuant to:

(i) the acquisition agreement;

(ii) (X) any Security Based Compensation Arrangement of the target entity assumed by the Listed Issuer, (Y) Awards issued by the Listed Issuer as a replacement for Awards issued by the target entity, and (Z) Security Based Compensation Arrangements created for employees of the target entity as a result of the acquisition; and

(iii) any concurrent private placement upon which the acquisition is contingent or otherwise linked.

(2) For a Listed Issuer that is an Investment Fund, security holder approval is required for the acquisition of another Investment Fund (the "target fund"), unless all of the following conditions are met:

(a) the target fund calculates and publishes its net asset value at least once a month;

(b) the consideration offered does not exceed the net asset value of the target fund;

(c) the Listed Issuer and the target fund are managed by the same investment fund manager or investment fund managers that are affiliates;

(d) the investment fund manager of the Listed Issuer has determined that assets acquired are consistent with the Listed Issuer's investment objectives, and has referred the transaction to the Listed Issuer's independent review committee;

(e) the independent review committee of the Listed Issuer has approved the acquisition;

(f) the Listed Issuer and the target fund bear none of the costs and expenses associated with the transaction; and

(g) the transaction is not a reverse takeover transaction.

10.12 Acquisitions and Reorganizations of Listed Investment Funds

(1) For a Listed Issuer that is an Investment Fund, security holder approval is required for:

(a) an acquisition of the Listed Issuer by an Investment Fund (the "acquiring fund"); or

(b) any reorganization or transfer of the Listed Issuer's assets to an acquiring fund that results in the Listed Issuer ceasing to exist after the reorganization or transfer of assets and the Listed Issuer's security holders becoming security holders of the acquiring fund,

unless all of the following conditions are met:

(c) the Listed Issuer has a permitted merger clause in its constating documents that permits the acquisition of the Listed Issuer without security holder approval;

(d) the consideration offered to security holders of the Listed Issuer for the acquisition has a value that is not less than its net asset value;

(e) the Listed Issuer and the acquiring fund are managed by the same investment fund manager or investment fund managers that are affiliates;

(f) the investment fund manager of the Listed Issuer has determined that the investment objectives, valuation procedures and fee structure of the Listed Issuer and the acquiring fund are substantially the same, and has referred the transaction to the Listed Issuer's independent review committee;

(g) the independent review committee of the Listed Issuer has approved the acquisition;

(h) the Listed Issuer and the acquiring fund bear none of the costs and expenses associated with the transaction; and

(i) the Listed Issuer provides its security holders with a redemption right for cash proceeds, which are not less than its net asset value, together with a minimum of 20 business days' prior notice and description of such redemption right and the acquisition.

Commentary:

Notice may be made by means of a news release describing the transaction and the redemption right.

10.13 Security Based Compensation

(1) This section governs the adoption of, and issuance of Awards under, Security Based Compensation Arrangements.

(2) The adoption of a Security Based Compensation Arrangement and the issuance of Awards thereunder must be made in compliance with applicable securities laws and/or exemptions from prospectus requirements, including (if required) compliance with section 2.24 of National Instrument 45-106 *Prospectus and Registration Exemptions*.

(3) When instituted all Security Based Compensation Arrangements must be approved by:

(a) a majority of the Listed Issuer's directors; and

(b) the Listed Issuer's security holders.

(4) Within three years after institution and within every three years thereafter, a Listed Issuer must obtain security holder approval for an evergreen plan (also known as a rolling plan) in order to continue to grant Awards. Evergreen plans contain provisions so that the Awards replenish upon the exercise of options or other entitlements, and such provisions must be properly disclosed and approved by security holders. Security holders must pass a resolution specifically approving unallocated entitlements under the evergreen plan. Security holder approval relating to other types of amendments to an evergreen plan must not be accepted as implicit approval to continue granting Awards under an evergreen plan. In addition, the resolution should include the next date by which the Listed Issuer must seek security holder approval, such date being no later than three years from the date such resolution was approved. If security holder approval is not obtained within three years of either the institution of an evergreen plan or subsequent approval, as the case may be, all unallocated entitlements must be cancelled and the Listed Issuer must not be permitted to grant further entitlements under the evergreen plan, until such time as security holder approval is obtained. However, all allocated Awards under an evergreen plan, such as options that have been granted but not yet exercised, can continue unaffected. If security holders fail to approve the resolution for the renewal of a plan, the Listed Issuer must forthwith stop granting Awards under such plan, even if such renewal approval was sought prior to the end of the three-year period.

(5) Subject to subsections 10.13(6) and 10.13(7), an amendment to a material term of a Security Based Compensation Arrangement or Award must be approved by:

(a) a majority of the Listed Issuer's directors; and

(b) the Listed Issuer's security holders.

Commentary:

The Exchange considers material terms of an Award or Security Based Compensation Arrangement to include provisions such as: an increase to the maximum number of securities issuable~~,~~; who is an eligible optionee pursuant to a plan; the duration in which a grant expires after the grantee leaves the issuer or dies; or changes to fixed vesting schedules.

Amendments of a housekeeping nature do not require any particular director or shareholder approvals.

(6) A Security Based Compensation Arrangement may provide discretion to the Listed Issuer's board of directors to make amendments to specified material terms of the Security Based Compensation Arrangement or an Award without obtaining approval of the Listed Issuer's security holders. Where ~~a~~ the Security Based Compensation Arrangement provides such discretion, such amendments may be made with the approval of the Listed Issuer's board of directors, other than directors that would receive, or would be eligible to receive, a material benefit resulting from the amendment. If the board of directors is unable to approve an amendment because of the restrictions on eligibility to vote, the amendment to the material terms of a Security Based Compensation Arrangement or an Award must be approved by security holders, other than security holders that would receive, or would be eligible to receive, a material benefit resulting from such amendment.

(7) Notwithstanding subsection 10.13(6), security holder approval, excluding security holders that would receive, or would be eligible to receive, a material benefit resulting from the following actions, is required for any of the following:

(a) an increase to the maximum number of securities issuable where, following the increase, the total number of securities issuable under all Security Based Compensation Plans of the Listed Issuer is equal to or greater than 10% of the securities of the Listed Issuer (calculated on a non-diluted basis) outstanding as of the date the Security Based Compensation Arrangement was last approved by security holders;

(b) a re-pricing of an Award benefiting a Related Person of a Listed Issuer;

(c) an extension of the term of an Award benefiting a Related Person of a Listed Issuer;

(d) an extension of the term of an Award, where the exercise price is lower than the prevailing market price;

(e) any amendment to remove or to exceed the limits set out in a Security Based Compensation Arrangement on Awards available to Related Persons of the Listed Issuer; or

(f) amendments to an amending provision within a Security Based Compensation Arrangement.

(8) Subsection 10.13(3) is not applicable in respect of a grant of securities to any Person not previously employed by and not previously a Related Party of the Listed Issuer, provided that:

(a) such grant is intended as an inducement to enter into, and the Person enters into, a full-time contract of employment as an officer of the Listed Issuer; and

(b) the securities issued or issuable pursuant to this subsection 10.13(7) during any twelve-month period do not exceed 2% of the total number of securities or votes of the Listed Issuer (calculated on a non-diluted basis) outstanding as of the date that this exemption is first used during such twelve-month period.

(9) Subsection 10.13(3) is not applicable to a Security Based Compensation Arrangement where an acquisition of a target entity by a Listed Issuer includes:

(a) the assumption of the Security Based Compensation Arrangement from the target entity, if the number of assumed Awards (and their exercise or subscription price, if applicable) is adjusted in accordance with the price per acquired security payable by the Listed Issuer; and

(b) the creation of a Security Based Compensation Arrangement for employees of the target entity, if the aggregate number of Awards issuable does not exceed 2% of the total number of securities or votes of the Listed Issuer (calculated on a non-diluted basis) outstanding prior to the date of closing of the transaction, and such employees are not Related Persons or employees of the Listed Issuer prior to the acquisition.

(10) Where a Security Based Compensation Arrangement requires security holder approval, a Listed Issuer may grant Awards (which are exercisable into Listed Securities) under the Security Based Compensation Arrangement prior to obtaining security holder approval, provided that no exercise of such Awards may occur until security holder approval is obtained. Security holder approval must be sought and obtained at the next meeting of security holders, otherwise the Awards must be cancelled.

(11) Security holder approval required for a Security Based Compensation Arrangement must be by way of a duly called meeting.

(12) Where security holder approval is required, a Listed Issuer should submit the circular for the meeting of security holders to the Exchange at least 10 trading days prior to its distribution to security holders so that the Exchange may review it for market integrity issues and to ensure it complies with Exchange Requirements. The circular for the meeting must contain sufficient detail to permit security holders to form a reasoned judgment concerning the Security Based Compensation Arrangement.

Commentary:

The following are examples of information that should be included in the information circular:

- *the eligibility of employees, executive officers, directors, service providers and consultants to be issued or granted securities as compensation or under the plan;*
- *the maximum number of securities that may be issued, or in the case of options, the number of securities that may be issued on exercise of the options, as compensation or under the plan;*

- *the maximum number of securities that may be issued to Related Persons of a Listed Issuer, or in the case of options, the number of securities that may be issued on exercise of the options to Related Persons of a Listed Issuer, as compensation or under the plan;*
- *particulars relating to any financial assistance or support agreement to be provided to participants by the Listed Issuer or any related entity of the Listed Issuer to facilitate the purchase of securities as compensation or under the plan, including whether the assistance or support is to be provided on a full-, part-, or non-recourse basis;*
- *in the case of options, the maximum term and the basis for the determination of the exercise price;*
- *particulars relating to the options or other entitlements to be granted as compensation or under the plan, including transferability;*
- *the procedure for amending the Security Based Compensation Arrangement and Awards granted thereunder, including whether discretion is granted to the Listed Issuer's board of directors to make amendments to specified material terms without obtaining security holder approval;*
- *the number of votes attaching to securities that, to the Listed Issuer's knowledge at the time the information is provided, will not be included for the purpose of determining whether security holder approval has been obtained.*

(13) A Listed Issuer must disclose on an annual basis, in its information circular, or other annual disclosure document:

(a) the terms of its Security Based Compensation Arrangements, and any amendments that have been adopted since the beginning of the Listed Issuer's last fiscal year;

(b) the procedure for amending each Security Based Compensation Arrangement and Awards granted thereunder, including whether discretion is granted to the Listed Issuer's Board of Directors to make amendments to specified material terms without obtaining security holder approval; and

(c) whether or not security holder approval was obtained (and if not, the reasons why shareholder approval was not obtained) for: (i) the adoption of, or amendment to, any Security Based Compensation Arrangement adopted or amended since the beginning of the Listed Issuer's last fiscal year, and (ii) for the amendment of any Award since the beginning of the Listed Issuer's last fiscal year.

10.14 Rights Offering

(1) Subject to section 10.14(2), security holder approval is required where securities offered by way of rights offering are offered at a price greater than the Maximum Discount to ~~market price~~Market Price.

(2) Security holder approval for a rights offering is not required where:

(a) the audit committee, if comprised solely of Unrelated Directors, or

(b) a majority of the Unrelated Directors in a vote in which only Unrelated Directors participate,

have determined that the rights offering, including the pricing thereof, is in the best interests of the Listed Issuer, and is reasonable in the circumstances.

Commentary:

Where a stand-by commitment may result in the acquisition of shares in the rights offering that "materially affects control" ~~if~~of the Listed Issuer, security holder approval may be required. See section 10.09(8) of the Listing Manual.

(3) A Listed Issuer taking advantage of the exemption in section 10.14(2) must forthwith issue a news release stating it will not hold a security holder vote and fully explaining how it qualifies for the exemption.

10.15 Shareholder Rights Plans

Security holders must ratify the adoption of, or amendments to, a shareholder rights plan as provided in subsection 7.22(6).

10.16 Related Party Transactions

A Listed Issuer undertaking any transaction subject to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") must comply with any requirements for formal valuations and minority security holder approval.

10.17 Investment Issuer

(1) Security holder approval is required where an Investment Issuer adopts or amends its investment policy.

(2) Where the Investment Issuer has not deployed at least 50% of its capital in accordance with its investment policy within 18 months of becoming an Investment Issuer, the investment policy must be re-approved by security holders, and re-approved annually thereafter until the Investment Issuer has deployed at least 50% of its capital.

C. Restricted Securities

10.18 Restricted Securities

(1) Part X.C of this Listing Manual is applicable to Listed Issuers with outstanding listed Restricted Securities or intending to list Restricted Securities. This section is to be read in conjunction with OSC Rule 56-501 *Restricted Shares*.

(2) Restricted Securities must be identified as such in the Listed Issuer's constating documents and will be identified by the Exchange as such in market data displays prepared for the financial press.

(3) A class of shares may not be designated as 'common' unless the shares are Common Shares.

(4) A class of shares may not be designated as 'preference' or 'preferred' securities unless the shares are Preference Shares.

(5) An issuer's constating documents must give Restricted Security holders the same right to receive notice of, attend and speak at all shareholder meetings as holders of Super-Voting Securities and to receive all disclosure documents and other information sent to holders of Super-Voting Securities.

(6) A Listed Issuer with outstanding listed Restricted Securities or intending to list Restricted Securities must include in its Listing Statement the disclosure required by Part 2 of OSC Rule 56-501 *Restricted Shares*.

10.19 Coattail Provisions

(1) The Exchange will not list Restricted Securities unless the issuer's constating documents provide that if a take-over bid is made to Super-Voting Securities, whether or not the Super-Voting Securities are listed, the Restricted Securities will automatically convert to Super-Voting Securities unless an identical offer (in terms of price per share, percentage of shares to be taken up exclusive of shares already owned by the offeror and its associates and all other material conditions) is concurrently made to Restricted Shareholders.

(2) The conversion right or identical offer described in subsection (1) may contain appropriate modifications to account for any material difference between the equity interests of the Restricted Securities and Super-Voting Securities.

(3) The foregoing coattail provisions are designed to ensure that holders of Restricted Securities are able to participate in a take-over bid together with holders of Super-Voting Securities, proportionate to their equity interests in the Listed Issuer. The Exchange may intervene in a take-over bid that has been structured to circumvent the coattail provisions.

10.20 Issuance of Restricted Securities and Super-Voting Securities

(1) A Listed Issuer may not distribute any Super-Voting Securities (including by way of prospectus or private placement offering, transaction or capital reorganization) unless the distribution has been approved by the disinterested holders of the Restricted Securities.

(2) For the purposes of shareholder approval, the votes of security holders that have, or that will have, an interest in the Super-Voting Securities shall be excluded.

(3) The Exchange will consider exemptions from the security holder approval requirement on a case-by-case basis where the Listed Issuer can demonstrate that the distribution does not reduce the voting power of holders of Restricted Securities.

Commentary:

For example, a distribution of Super-Voting Securities by way of stock dividend payable on all classes of Equity Securities may be exempted where the Listed Issuer can demonstrate that the distribution does not reduce the voting power of holders of Restricted Securities.

PART XI. SUSPENSIONS, DELISTING AND OTHER REMEDIAL ACTIONS

11.01 General

The Exchange or the Market Regulator may halt or suspend trading in a Listed Security at any time without notice if such halt or suspension is in the public interest.

11.02 Halts

The Exchange or the Market Regulator may order a halt to trading and order entry in a Listed Security to permit the dissemination of material news concerning the Listed Issuer. The Exchange may also halt trading and order entry in a Listed Security if a Listed Issuer violates Exchange Requirements or is conducting a reverse takeover transaction.

11.03 Suspensions and Continuous Listing Criteria

(1) Without limiting the general power to suspend trading, the Head of Listings or his or her delegate may suspend trading of a Listed Security where:

(a) the Listed Issuer has become insolvent or bankrupt or has made an assignment to creditors;

(b) the Listed Issuer has ceased to carry on business or a significant portion of its business or has announced its intention to cease to carry on business or a significant portion of its business;

(c) in the case of an Investment Issuer, the Listed Issuer has not complied with section 10.17;

(d) the Listed Issuer's financial statements or the auditor's report thereon state that the Listed Issuer may not be able to continue as a going concern;

(e) the Listed Issuer is in violation of its ~~listing agreement~~Listing Agreement or Exchange Requirements;

(f) the continuous listing criteria set out in Part III are not met for Listed Security or the Listed Issuer;

(g) the Listed Issuer is not in compliance with applicable securities or corporate law or its constating documents;

(h) the Listed Issuer has not paid applicable fees to the Exchange when due;

(i) The Listed Issuer or any of its securities have been suspended or delisted from an Accepted Foreign Exchange or other Canadian exchange on which they are listed;

(j) The Exchange considers a suspension to be in the public interest or in the interest of a fair and orderly market.

(2) Unless the public interest or the interest of a fair and orderly market warrants otherwise, the Exchange will give the Listed Issuer prior notice of its intention to suspend the trading of its securities and allow the issuer an opportunity to be heard. At the same time the Listed Issuer is notified, the Exchange may issue a public notice, which may include a press release, indicating it is considering a suspension.

Commentary:

A Decision to suspend trading of Listed Securities may be appealed as provided in Part XII of this Listing Manual.

(3) During a suspension, the Listed Issuer remains a Listed Issuer and must comply with all applicable Exchange Requirements.

(4) In order to have a suspension lifted, the Listed Issuer must meet the requirements for continued listing and meet such other conditions as the Exchange may establish.

11.04 Declaration of Non-Compliance

If a Listed Issuer has failed to comply with Exchange Requirements or applicable securities or corporate law, or its constating documents, or has failed to pay applicable fees, the Head of Listings may publicly identify the Listed Issuer as non-compliant if, in his or her opinion, suspension of trading of the Listed Issuer's securities would not be an appropriate remedy for the failure to comply.

Commentary:

A declaration of non-compliance is a discretionary mechanism used by the Exchange indicating that a Listed Issuer is not in compliance with Exchange Requirements. The declaration will be made public. The reason for the breach (including whether the breach was intentional or not) is not taken into account by the Exchange when considering whether to issue a declaration of non-compliance.

11.05 Public Reprimand

(1) If a Listed Issuer has failed to comply with Part V, Part VI, or Part X of this Listing Manual, the Head of Listings may publicly reprimand the Listed Issuer if suspension of trading of the Listed Issuer's securities would not be an appropriate remedy for the failure to comply.

Commentary:

In making a determination to issue a public reprimand, the Head of Listings will consider whether the failure to comply:

a. was advertent;
b. materially affected shareholders' interests;
c. was rectified by the Listed Issuer;
d. resulted from reliance on the advice of an independent advisor; and
e. was one of a series of similar failures.

A public reprimand is a censure of conduct that the Exchange considers inappropriate for a Listed Issuer. It does not necessarily involve a breach of Exchange Requirements. The Exchange will not issue a reprimand for an innocent breach, but would for negligence or incompetence. The reprimand would be issued where the conduct is serious enough to warrant a regulatory response, but not so serious as to justify a suspension or a finding that a Person is unfit to be an Insider of the Listed Issuer. For example, where financial statements are filed late by one day, it may not be an appropriate regulatory response for the Exchange to suspend trading for the inadvertent late filing, but a public reprimand may be appropriate.

(2) The Exchange will give the Listed Issuer prior notice of its intention to issue a reprimand.

Commentary:

A Decision to issue a reprimand may be appealed as provided in Part XII of this Listing Manual. Issuance of the reprimand will be stayed pending the outcome of the appeal.

11.06 Delisting

(1) If within 150 days of the date of suspension, or earlier, if a date has been specified in the notice of suspension: (a) a Listed Issuer whose securities are suspended fails to meet the continuous listing requirements; or (b) the suspension has not been lifted, the securities of the Listed Issuer shall be automatically Delisted without further notice. Notwithstanding the forgoing, the securities of a Listed Issuer may be Delisted at such earlier time upon notice of Delisting from the Exchange.

(2) A Listed Issuer may voluntarily request that all or a class of its Listed Securities be Delisted. Such request must by Posting a Notice of ~~Intention to Delist~~Delisting (Form 24), which set out the reasons for the request and be accompanied by a certified copy of a resolution of the Listed Issuer's board of directors (or equivalent) authorizing the request. The Exchange may not Delist the Listed Securities of an issuer unless a satisfactory alternative market exists.

(3) Notwithstanding the foregoing, if two-thirds of disinterested shareholders approve the Delisting without an alternative market then the Exchange will comply with the request to Delist.

11.07 Display

A Listed Issuer must display forthwith on its own website any notices from the Exchange in respect of a public reprimand, suspension or Delisting.

PART XII. APPEALS

12.01 Appeals of Decision

(1) A Listed Issuer or any other Person adversely affected by a Decision may appeal a Decision of the Exchange to the Board of Directors of the Exchange (or a committee of the Board of Directors designated by the Exchange), other than:

(a) a Decision of the Market Regulator, including a Decision to temporarily halt or suspend trading pursuant to sections 11.01 or 11.02 made by a Market Regulator; or

(b) a Decision of the board of directors of the Exchange.

Commentary:

Decisions of the Market Regulator are subject to the Market Regulator's appeal procedures.

(2) Appeals will be conducted according to the procedures established by the board of directors of the Exchange (or the committee of the board of directors designated by the Exchange).

(3) A Listed Issuer or any other Person adversely affected by an appeal Decision may seek a review of such Decision with the applicable securities regulatory authority.

APPENDIX B

THE NEO EXCHANGE LISTING FORMS (BLACKLINED)

[The Listing Forms follow on separately numbered pages. Bulletin pagination resumes at the end of the Listing Forms]

FORM 1A
LISTING APPLICATION
GENERAL ISSUERS

☐ **Initial Form** ☐ **Final Form** **Date:**

(Instructions: For an Initial Listing Application, complete this form on a pro-forma basis assuming completion of all pre-listing transactions and securities offerings.)

1. LISTING CATEGORY

Select the appropriate listing category:

☐ General

2. APPLICANT INFORMATION

Legal name of applicant (the "Applicant")

Address of registered office

Address of head office

Telephone Facsimile

Email address Website address

(i) Jurisdiction of organization: _____

(ii) Jurisdiction(s) in which the Applicant is a reporting issuer or equivalent: _____

(iii) North American Industrial Classification System Code (NAICS): _____

(iv) Provide a brief description of the Applicant's business: _____

(v) Is the Applicant ~~an "Emerging Market Issuer",~~ and/or is the listing application:[1] ~~(y) not subject to a concurrent due diligence review conducted by an IIROC dealer or other suitable third party,~~

~~(a) or (z) not involve a prospectus reviewed by a Canadian securities regulatory authority?~~

(a) an "Emerging Market Issuer;" ☐ Yes ☐ No

(b) not subject to a concurrent due diligence review conducted by an IIROC dealer or other suitable third party; or ☐ Yes ☐ No

(c) does not involve a prospectus reviewed by a Canadian securities regulatory authority? ☐ Yes ☐ No

If ~~so, please~~the response to any of the foregoing questions is "Yes", provide all relevant details:

_____

(vi) Where securities of the applicant are listed or quoted on any other exchange or board, complete the table below for each listing and quotation:

Listing or Quotation Venue	Class	CUSIP	Symbol	Total Issued and Outstanding (A)	Total Reserved for Issuance[2] (B)	Total Issued and Outstanding and Reserved for Issuance (A+B)

3. APPLICANT CONTACT INFORMATION

	Primary Contact	Firm Name	Contact Name	Title / Position	Telephone	Email
Company/ Sponsor Contact	☐					
	☐					
Outside Legal Counsel	☐					
	☐					

[1] See Sections 2.10 and 2.11 of the Listing Manual.
[2] Include securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.

	Primary Contact	Firm Name	Contact Name	Title / Position	Telephone	Email
Other	☐					

4. INSIDERS

Provide the following information for all Insiders of the Applicant.

Name Relationship to Applicant

Telephone Email

5. INFORMATION CONCERNING SECURITIES TO BE LISTED

(i) Describe and provide details of material features of securities to be listed:

(ii) Provide desired symbols (please provide three options per security to be listed):

1. _____ 2. _____ 3. _____

(iii) Complete the following tables for each security to be listed:

A. Securities to be Listed

Class	CUSIP	Total Authorized	Total Issued and Outstanding (A)	Total Reserved For Issuance (B)[3]	Total to be Listed (A+B)

B. Securities Reserved for Issuance[4]

Security or Instrument Name	Number and Class of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (if applicable)

[3] Include securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.
[4] Disclose securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.

C. Information Concerning Securities with Transfer Restrictions

Security or Instrument Name	Total Restricted	Type of Restriction[5]	Release Schedule

(iv) Provide additional details in relation to securities with transfer restrictions. In the absence of restrictions, confirm that the securities will be freely tradeable in Canada:

(v) Describe any shareholder rights plan of the Applicant:

(vi) In the case of Restricted Securities, describe any "coattail" provisions:

6. MINIMUM LISTING STANDARDS

Complete the following table (please refer to Part II of the Listing Manual for guidance):

Public Float[6]: _____

Public ~~Securityholders~~Security Holders holding a Board Lot[7]: _____

Price per Security: _____

Complete at least one of the following:

☐ Equity Standard

Shareholders' Equity: _____

Market Value of Public Float: _____

[5] Provide details of the transfer restriction, ex: restriction due to an escrow agreement, pooling agreement, legend or any other restrictions on transfer.

[6] Complete Schedule B.
[7] Complete Schedule B.

Operating History (years): _____

☐ Net Income Standard

Shareholders' Equity: _____

Market Value of Public Float: _____

Net Income from Continuing Operations: _____

☐ Market Value Standard

Shareholders' Equity: _____

Market Value of Listed Securities: _____

Market Value of Public Float: _____

Working Capital: _____

Analyst Coverage or Investor Relations Budget Requirement (describe): _____

If the Applicant will be an "Investment Issuer":

(i) Confirm that the Applicant is not (or, as of the time of listing, will not be) an Investment Fund: ☐

(ii) Confirm that the Applicant has (or, as of the time of listing, will have) adopted an investment policy that is compliant with the requirements of the Listing Manual: ☐

7. GOVERNANCE INFORMATION

(i) Provide the name of each board member and indicate the board member's committee participation and whether the member is "independent" within the meaning of National Instrument 52-110 - Audit Committees or an "Unrelated Director" within the meaning of the Listing Manual.

Name of Board Member	Committee Membership	Independent Director (Y/N)	Unrelated Director (Y/N)

- ~~Total Directors/Unrelated Directors: 0/0~~
- ~~Total Directors/Unrelated Directors on the Audit Committee: 0/0~~
- ~~Total Directors/Unrelated Directors on the Compensation Committee (if applicable): 0/0~~

- ~~Total Directors/Unrelated Directors on the Nominating and Corporate Governance Committee (if applicable): 0/0~~

Total Directors/Unrelated Directors: _____

Total Directors/Unrelated Directors on the Audit Committee: _____

Total Directors/Unrelated Directors on the Compensation Committee (if applicable): _____

Total Directors/Unrelated Directors on the Nominating and Corporate Governance Committee (if applicable): _____

(ii) Does the applicant comply with the corporate governance requirements set out in Sections 10.02, 10.03, 10.04 and 10.05 of the Listing Manual?

☐ Yes ☐ No

(iii) Explain how corporate governance requirements set out in Sections 10.02, 10.03, 10.04 and 10.05 of the Listing Manual are met:

_____

(iv) Provide the quorum requirement for a meeting of ~~securityholders~~Security Holders set out in Section 10.07 of the Listing Manual:

_____

8. TRANSFER AGENT AND REGISTRAR INFORMATION

_____

Registrar and Transfer Agent Name Address

_____

Cities in which transfer facilities are maintained

9. HISTORICAL INFORMATION

Has the Applicant (or any of its predecessors) ever applied to have its securities traded on another market and been denied?

☐ Yes ☐ No

If yes, provide the name of the market(s), the date(s) and the reason(s):

Has the Applicant or any predecessor ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by a marketplace?

☐ Yes ☐ No

If yes, provide details. Be specific (do not simply state "failure to meet exchange requirements") and state whether the halt or suspension was remedied. If the delisting was at the issuer's request, state if the reason was to avoid compliance with a marketplace requirement (e.g. to issue securities at a price the marketplace would not accept). Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or market-wide halts not specific to the issuer (e.g. circuit breakers).

Has the Applicant or any predecessor ever been in default of its obligations as a reporting issuer or equivalent in any jurisdiction?

☐ Yes ☐ No

If yes, provide details, including details of any cease trade orders or management cease trade orders issued.

10. DESIGNATED MARKET MAKER

The Exchange will assign a Designated Market Maker for the securities to be listed.

11. OTHER INFORMATION

Attach copies of all documents listed in Schedule A to this Application.

12. CERTIFICATE

After having received approval from its Board of Directors, the Applicant applies to list the securities designated in this application with the Exchange.

AUTHORIZATION AND CONSENT: THE APPLICANT HEREBY AUTHORIZED AND CONSENTS TO THE COLLECTION BY AEQUITAS NEO EXCHANGE INC., ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS OF ANY INFORMATION WHATSOEVER (WHICH MAY INCLUDE PERSONAL, CREDIT OR OTHER INFORMATION) FROM ANY SOURCE, INCLUDING WITHOUT LIMITATION AN INVESTIGATIVE AGENCY OR RETAIL CREDIT AGENCY, AS PERMITTED BY LAW IN ANY JURISDICTION IN CANADA OR ELSEWHERE. THE APPLICANT ACKNOWLEDGES AND AGREES THAT ANY SUCH INFORMATION MAY BE SHARED BY AEQUITAS NEO EXCHANGE INC., ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS INDEFINITELY.

Signature of Authorized Person	Name
Position	Date
Signature of Authorized Person	Name
Position	Date

SCHEDULE A

1. Certified copies of all constating documents, including Articles of Incorporation, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, by-laws, partnership agreements, trust indentures, declarations of trust, limited partnership agreements or equivalent documents;

2. Copies of all material contracts (including any coattail trust agreements);

3. Copies of all stock option or Security Based Compensation Arrangements and of any other agreement pursuant to which listed or voting securities may be issued;

4. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement;

5. A letter from the transfer agent stating that it has been duly appointed by the issuer and is in a position to make transfers and make prompt delivery of share certificates;

6. An undertaking to each of the Canadian Securities Regulators to comply with the requirements applicable to issuers that are not “venture issuers” and that are “non-venture issuers”;

7. A list of all directors and officers for the past three years; and

8. Where the Applicant is applying as an Investment Issuer, the investment policy of the Applicant and a certified copy of the resolution of shareholders or the minutes of the shareholder meeting approving the investment policy.

SCHEDULE B

A. Securities Held by ~~n~~Non-Public ~~Securityholder~~Security Holder / Public Float

Class of Security:				
Number of Securities Issued and Outstanding (A)				
		Number of Securities (without transfer restrictions)	**Number of Securities (with transfer restrictions)**	**% of Issued and Outstanding Securities**
	Securities Held By The Applicant And Each Non-Public ~~Securityholder~~Security Holder (B)[8]			
	Total (without transfer restrictions) (C)		-	
	Total (with transfer restrictions) (D)	-		
	Other Securities Subject To Transfer Restriction[9]	-		
	Total Other Securities Subject To Transfer Restriction (E)	-		
	Public Float (A-~~C~~ D-E)			

[8] Disclose separately the holdings (if any) of the Applicant and, to the knowledge of the Applicant, of each non-Public ~~Securityholder.~~Security Holder. Disclose separately securities that are, or are not, subject to restrictions on transfer.
[9] Disclose separately the holdings of each person whose securities are, to the knowledge of the Applicant, subject to transfer restrictions. Do not include securities that have already been included in item (C) or (D).

B. Public ~~Securityholders~~Security Holders[10]

CLASS OF SECURITY:		
SIZE OF HOLDING	**NUMBER OF PUBLIC ~~SECURITYHOLDERS~~SECURITY HOLDERS**	**TOTAL NUMBER OF SECURITIES**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities		
Unable to confirm	**N/A**	

Total		

Total Board Lot Holders		

[10] Complete this table for Public ~~Securityholders~~Security Holders only. For the purposes of this report, "Public ~~Securityholders~~Security Holders" are persons other than persons enumerated in section (B) of the previous chart.

FORM 1B
LISTING APPLICATION –
CEF / ETF / ETP ISSUERS

☐ **Initial Form** ☐ **Final Form** **Date:**

(Instructions: For an Initial Listing Application, complete this form on a pro-forma basis assuming completion of all pre-listing transactions and securities offerings.)

1. LISTING CATEGORY

Please select the appropriate listing category:

☐ Closed-End Fund
☐ Exchange Traded Fund
☐ Exchange Traded Product
☐ Exchange Traded Product - Debt

2. APPLICANT INFORMATION

Legal name of applicant (the "Applicant")

Address of registered office

Address of head office

Telephone Facsimile

Email address Website address

(i) Jurisdiction of organization: _____

(ii) Jurisdiction(s) in which the Applicant is a reporting issuer or equivalent: _____

(iii) North American Industrial Classification System Code (NAICS): _____

(iv) Fund family name (if applicable): _____

(v) Provide a brief description of the Applicant's business: _____

(vi) Is the Applicant ~~an "Emerging Market Issuer",~~ and/or is the listing application:[1] ~~(y) not subject to a concurrent due diligence review conducted by an IIROC dealer or other suitable third party, or (z) not involve a prospectus reviewed by a Canadian securities regulatory authority?~~

(a) an "Emerging Market Issuer";	☐ Yes ☐ No
(b) not subject to a concurrent due diligence review conducted by an IIROC dealer or other suitable third party; or	☐ Yes ☐ No
(c) does not involve a prospectus reviewed by a Canadian securities regulatory authority?	☐ Yes ☐ No

If ~~so, please~~the response to any of the foregoing questions is "Yes", provide ~~all relevant details:~~ full particulars:

_____

(vii) Where securities of the applicant are listed or quoted on any other exchange or board, complete the table below for each listing and quotation:

Listing or Quotation Venue	Class	CUSIP	Symbol	Total Issued and Outstanding (A)	Total Reserved for Issuance[2] (B)	Total Issued and Outstanding and Reserved for Issuance (A+B)

3. APPLICANT CONTACT INFORMATION

	Primary Contact	Firm Name	Contact Name	Title / Position	Telephone	Email
Company/ Sponsor Contact	☐					
	☐					
Outside Legal Counsel	☐					

[1] See Sections 2.10 and 2.11 of the Listing Manual.
[2] Include securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.

	☐					
Other	☐					

4. FUND MANAGER / MANAGING TRUSTEE (if applicable)

Firm Name	
Contact Name	
Title / Position	
Telephone	
Email	
Primary Contact	☐

5. INSIDERS

Provide the following information for all Insiders of the Applicant.

Name Relationship to Applicant

Telephone Email

6. INFORMATION CONCERNING SECURITIES TO BE LISTED

(i) Describe and provide details of material features of securities to be listed:

(ii) Provide desired symbols (please provide three options per security to be listed):

1. _____ 2. _____ 3. _____

(iii) Complete the following tables for each security to be listed:

A. Securities to be Listed

Class	CUSIP	Total Authorized	Total Issued and Outstanding (A)	Total Reserved For Issuance (B)[3]	Total to be Listed (A+B)

[3] Include securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.

B. Securities Reserved for Issuance[4]

Security or Instrument Name	Number and Class of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (if applicable)

C. Information Concerning Securities With Transfer Restrictions

Security or Instrument Name	Total Restricted	Type of Restriction[5]	Release Schedule

(iv) Provide additional details in relation to securities with transfer restrictions. In the absence of restrictions, confirm that the securities will be freely tradeable in Canada:

(v) If applicable, provide a description of the underlying index /indices, commodity or currency, including name, symbol, provider and components:

(vi) Describe any shareholder rights plan of the Applicant:

(vii) In the case of Restricted Securities, describe any "coattail" provisions:

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[4] Disclose securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.
[5] Provide details of the transfer restriction, ex: restriction due to an escrow agreement, pooling agreement, legend or any other restrictions on transfer.

7. MINIMUM LISTING STANDARDS

Please complete the following table (please refer to Part II of the Listing Manual for guidance):

[Fields applicable to CEFs]

Public Float[6]: _____

Public ~~Securityholders~~Security Holders holding a Board Lot[7]: _____

Net Asset Value: _____

Confirm that the net asset value of the CEF will be calculated and made publicly available each business day. ☐

Where net asset value confirmation is not given, explain: _____

[Fields applicable to ETFs]

Public Float[8]: _____

Net Asset Value: _____

Net Asset Value of group of Investment Funds that are managed by the same Investment Fund manager (if applicable): _____

Confirm that the net asset value of the ETF will be calculated and made publicly available each business day. ☐

Where net asset value confirmation is not given, explain: _____

[Fields applicable to ETPs]

Public Float[9]: _____

Public ~~Securityholders~~Security Holders holding a Board Lot[10]: _____

[6] Complete Schedule B.
[7] Complete Schedule B.
[8] Complete Schedule B.
[9] Complete Schedule B.
[10] Complete Schedule B.

Public Float Value: _____

Value of assets of the ETP Issuer: _____

The ETP Issuer is:

☐ an Listed Issuer, Other Listed Issuer or Foreign Issuer;

☐ an affiliate of an Listed Issuer, Other Listed Issuer or Foreign Issuer; or

☐ a trust company, asset manager or financial institution with substantial capital, surplus and experience

Confirm that the net asset value of the ETP will be calculated and made publicly available each business day. ☐

Where net asset value confirmation is not given, explain: _____

[Fields applicable to ETP - Debt]

Public Float[11]: _____

Public ~~Securityholders~~Security Holders holding a Board Lot[12]: _____

Public Float Value: _____

Term to maturity: _____

Value of assets of the ETP Issuer: _____

Tangible net worth of the ETP Issuer: _____

The ETP Issuer is~~:~~

☐ an Listed Issuer, Other Listed Issuer or Foreign Issuer;

☐ an affiliate of an Listed Issuer, Other Listed Issuer or Foreign Issuer; or

[11] Complete Schedule B.
[12] Complete Schedule B.

☐ a trust company, asset manager or financial institution with substantial capital, surplus and experience

Confirm that the net asset value of the ETP will be calculated and made publicly available each business day. ☐

Where net asset value confirmation is not given, explain: _____

8. GOVERNANCE INFORMATION (Investment Funds Only)

(i) Provide the name of each member of the Independent Review Committee and whether the member is "independent" within the meaning of National Instrument 81-107 *Independent Review Committee ~~F~~for Investment Funds*.

Name of Member	Independent (Y/N)

Total Independent Review Committee Members: _____

(ii) Does the applicant comply with the corporate governance requirements set out in Section 10.06 of the Listing Manual:

☐ Yes ☐ No

(iii) Explain how corporate governance requirements set out in Section 10.06 of the Listing Manual are met:

_____

(iv) Provide the quorum requirement for a meeting of ~~securityholders~~Security Holders set out in Section 10.07 of the Listing Manual:

_____

9. TRANSFER AGENT AND REGISTRAR INFORMATION

_____

Registrar and Transfer Agent Name Address

_____

Cities in which transfer facilities are maintained

10. HISTORICAL INFORMATION

Has the applicant (or its investment fund manager, as applicable) or any of its predecessors ever applied to have its securities traded on another market and been denied?

☐ Yes ☐ No

If yes, provide the name of the market(s), the date(s) and the reason(s):

Has the Applicant (or its investment fund manager, as applicable) or any of its predecessors ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by a marketplace?

☐ Yes ☐ No

If yes, provide details. Be specific (do not simply state "failure to meet exchange requirements") and state whether the halt or suspension was remedied. If the delisting was at the issuer's request, state if the reason was to avoid compliance with a marketplace requirement (e.g. to issue securities at a price the marketplace would not accept).Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or market-wide halts not specific to the issuer (e.g. circuit breakers).

Has the Applicant (or its investment fund manager, as applicable) or any of its predecessors ever been in default of its obligations as a reporting issuer or equivalent in any jurisdiction?

☐ Yes ☐ No

If yes, provide details, including details of any cease trade orders or management cease trade orders issued.

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11. DESIGNATED MARKET MAKERS

The Exchange will assign a Designated Market Maker for the securities to be listed. ~~See Listing Application for further information on process.~~

12. OTHER INFORMATION

Attach copies of all documents listed in Schedule A to this Application.

13. CERTIFICATE

After having received approval from its Board of Directors, the Applicant applies to list the securities designated in this application with the Exchange.

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

Signature of Authorized Person	Name
Position	Date
Signature of Authorized Person	Name
Position	Date

SCHEDULE A

1. Certified copies of all constating documents, including Articles of Incorporation, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, by-laws, partnership agreements, trust indentures, declarations of trust, limited partnership agreements or equivalent documents.

2. Where the applicant is an investment fund, (i) any agreement of the investment fund or the trustee with the manager of the investment fund, (ii) any agreement of the investment fund, the manager or trustee with the portfolio advisers of the investment fund, (iii) any agreement of the investment fund, the manager or trustee with the custodian of the investment fund, and (iv) any agreement of the investment fund, the manager or trustee with the principal distributor of the investment fund;

3. Copies of all material contracts (including any coattail trust agreements);

4. Copies of all stock option or security purchase plans and of any other agreement pursuant to which listed or voting securities may be issued;

5. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement;

6. A letter from the transfer agent stating that it has been duly appointed by the issuer and is in a position to make transfers and make prompt delivery of share certificates;

7. An undertaking to each of the Canadian Securities Regulators to comply with the requirements applicable to issuers that are not “venture issuers” and that are “non-venture issuers”; and

8. A list of all directors and officers for the past three years.

SCHEDULE B

A. Securities Held by Nnon-Public SecurityholdersSecurity Holders / Public Float

Class of Security:				
Number of Securities Issued and Outstanding (A)				
		Number of Securities (without transfer restrictions)	**Number of Securities (with transfer restrictions)**	**% of Issued and Outstanding Securities**
	Securities Held By The Applicant And Each Non-Public SecurityholderSecurity Holder (B)[13]			
	Total (without transfer restrictions) (C)		-	
	Total (with transfer restrictions) (D)	-		
	Other Securities Subject To Transfer Restriction[14]	- -		
	Total Other Securities Subject To Transfer Restriction (E)	-		
	Public Float (A- C-D-E)			

[13] Disclose separately the holdings (if any) of the Applicant and, to the knowledge of the Applicant, of each non-Public Securityholder.Security Holder. Disclose separately securities that are, or are not, subject to restrictions on transfer.
[14] Disclose separately the holdings of each person whose securities are, to the knowledge of the Applicant, subject to transfer restrictions. Do not include securities that have already been included in item (C) or (D).

B. Public ~~Securityholders~~Security Holders[15]

CLASS OF SECURITY:		
SIZE OF HOLDING	**NUMBER OF PUBLIC ~~SECURITYHOLDERS~~SECURITY HOLDERS**	**TOTAL NUMBER OF SECURITIES**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities		
Unable to confirm	**N/A**	

Total		

Total Board Lot Holders		

[15] Complete this table for Public ~~Securityholders~~Security Holders only. For the purposes of this report, "Public ~~Securityholders~~Security Holders" are persons other than persons enumerated in section (B) of the previous chart.

FORM 3
PERSONAL INFORMATION FORM

GENERAL INSTRUCTIONS:

Completing the Personal Information Form

1. This Personal Information Form is to be completed by:

   (a) every individual who is or proposed to become a Insider of an Listed Issuer; and

   (b) any person required by Aequitas NEO Exchange Inc. (the "**Exchange**") to complete this form.

2. If you have submitted a completed Personal Information Form to the Exchange within the past 36 months and the information on the previously submitted form has not changed, you may provide a sworn declaration (Form 3A) to that effect in lieu of completing a new Personal Information Form.

3. If you have submitted a form substantially similar to a Personal Information Form to another Canadian exchange in respect of an Other Listed Issuer within the past 36 months, and the information on the previously submitted form has not changed, you may provide a copy of that form and a sworn declaration (Form 3B) in lieu of completing a new Personal Information Form.

4. Persons submitting a Personal Information Form who have resided outside of Canada may be required to complete and submit additional forms and information if requested by the Exchange.

Responses

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

6. 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 person completing this Form. Responses must consider all time periods.

Statutory Declaration

7. This Personal Information Form must be sworn before a notary public in the jurisdiction in which it is sworn. If the jurisdiction does not have notary publics, it must be sworn before a person who meets the requirements of the *Canada Evidence Act*. All attachments must be initialled by you and the notary public.

8. The Exchange will only accept originally-executed copies of this Personal Information Form.

9. An individual who makes a false statement by statutory declaration commits an offence under applicable securities legislation and an indictable offence under the *Criminal Code* (Canada). The Exchange may verify the information contained in this form, including verification of any previous criminal record.

If incomplete or misleading information is provided, the Exchange may disqualify the individual from association with the issuer and/or other issuers.

Exhibits

10. This Personal Information Form includes Exhibits 1, 2 and 3, which are attached to and form part of the Personal Information Form. A person submitting a Personal Information Form is deemed to have read and understood all questions in the Personal Information Form and to have read, understood and accepted the terms set forth in each of Exhibits 1, 2 and 3 of the Personal Information Form.

11. 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.

DEFINITIONS / INTERPRETATION

Capitalized terms used but not defined in this Personal Information Form have the meaning given to them in the Listing Manual.

For the purposes of answering the questions in this form, the term "**issuer**" also includes an investment fund manager.

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

"**Offence**" An offence includes:

(a) a summary conviction or indictable offence under the Criminal Code (Canada);

(b) 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);

(c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein; or

(d) an offence under the criminal legislation of any foreign 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 Personal Information Form. 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 Personal Information Form.

"**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 Canadian or foreign jurisdiction to administer securities law, regulation and policy (e.g. securities commission), but does not include an exchange or other self-regulatory entity; and

"**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.

1. A. IDENTIFICATION OF INDIVIDUAL COMPLETING FORM

LAST NAME(S)	FIRST NAME(S)	FULL MIDDLE NAME(S) (No initials, if none, please state)

NAME(S) MOST COMMONLY KNOWN BY

NAME OF ISSUER (the name of the Issuer that is listed or that has applied to list on the Exchange)

PRESENT or PROPOSED POSITION(S) WITH THE ISSUER – check (√) all positions below that are applicable	(√)	IF DIRECTOR / OFFICER DISCLOSE THE DATE ELECTED / APPOINTED			IF OFFICER – PROVIDE TITLE IF OTHER – PROVIDE DETAILS
		Month	Day	Year	
Director					
Officer					
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 Exchange may use to contact you regarding this Personal Information Form. 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 Personal Information Form, the municipality and province or state and country must be identified. The Exchange reserves 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 country(ies).		
(vi) Please provide your Canadian social insurance number. (if none, state "none")		
(vii) Please provide U.S. Social Security number, where you have such a number. (if none, state "none")		

3. EMPLOYMENT HISTORY

Provide your complete employment history for the 5 years immediately prior to the date of this Personal Information Form 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. POSITIONS WITH OTHER ISSUERS

		YES	NO
A.	Are you or have you during the last 10 years 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) And MEMBERSHIP NUMBER(S)	GRANTOR OF DESIGNATION(S) And JURISDICTION(S) (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

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 Personal Information Form.**

		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 **ever** 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 you, in any jurisdiction, within the past 10 years 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.	**CURRENT PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF-REGULATORY ENTITY. Are you now, in any Canadian or foreign jurisdiction, the subject of:**		
	(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.	**PRIOR PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF-REGULATORY ENTITY. Have you ever:**		
	(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
C.	**SETTLEMENT AGREEMENT(S)**		
	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
D.	**To the best of your knowledge, are you now or have you ever 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:**			
	(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.	**JUDGMENT, GARNISHMENT AND INJUNCTIONS** **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.	**CURRENT CLAIMS**		
	(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.	**SETTLEMENT AGREEMENT**		
	(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

A.	Attach legible notarized photocopies of TWO different pieces of identification ("I.D."), **one of which must be government-issued and include your name, date of birth, signature and photo taken within the last five years. 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**. Acceptable Forms of Photo Identification • Driver's Licence • Age of Majority Card/BYID Card • Military Employment Card • Canadian Citizenship Card • Indian Status Card • Passport • Permanent Resident Card • PAL (Possession & Acquisition Licence issued by the Chief Firearms Office) • CNIB (Canadian National Institute for the Blind) Card • Ontario Photo ID Card (issued by the MTO) • NEXUS Card • FAST Pass Acceptable Forms of Non-Photo Identification • Birth Certificate • Baptismal Certificate • Hunting Licence • Outdoors Card • Canadian Blood Donor Card • Immigration Papers The Exchange is 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.	**Check this box if attached** ☐

STATUTORY DECLARATION

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

(a) I have read and understand this Personal Information Form, and the answers I have given to the questions in this Personal Information Form 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 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 Personal Information Form and collection of information for the sole purposes of SRAs) (collectively, the "Personal Information Form Collection Policy");
(c) I have presented to the Notary Public named below, two pieces of photo identification, both of which comply with Exchange Requirements set forth in Question 11, and I have attached to this Personal Information Form 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 Personal Information Form and any further personal information collected, used and disclosed, as set out in the Personal Information Form Collection Policy;
(e) I hereby agree to (i) submit to the jurisdiction of the Exchange 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 the Exchange (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 Personal Information Form cease to be true and correct, I will immediately file a new Personal Information Form with the Exchange;
(g) I agree that any acceptance, approval or other right granted by the Exchange may be revoked, terminated or suspended at any time in accordance with 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 Listed Issuer to the extent required by the Exchange. I agree not to resume my association or involvement with any Listed Issuer, except with the prior written approval of the Exchange;
(h) This declaration and the rights and powers of the Exchange pursuant to the Exchange Requirements shall be governed by the laws of the Province of Ontario 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 Exchange 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 Exchange;
(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 PERSONAL INFORMATION FORM 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 PERSONAL INFORMATION FORM 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

Department and Branch

Name of Organization

Aequitas NEO Exchange Inc., First Advantage Canada Inc. or any of its authorized agent(s)

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
PERSONAL INFORMATION FORM - PERSONAL INFORMATION COLLECTION POLICY

Collection, Use and Disclosure

Aequitas NEO Exchange Inc. and its affiliates, subsidiaries and divisions (collectively referred to as "the Exchange"), 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 a Listed Issuer or an entity applying to be a Listed 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 a Listed Issuer or an issuer applying to be a Listed Issuer,
- to consider the eligibility of an applicant to be a Listed 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, the Exchange 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 the Exchange 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.

The Exchange 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 Personal Information Form 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 issuer, (ii) refuse to allow an applicant to be listed as an issuer, and/or (iii) refuse to accept a transaction proposed by an issuer.

Security

The personal information that is retained by the Exchange is kept in a secure environment. Only those employees of the Exchange 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 the Exchange who have access to your personal information are made aware of how to keep it confidential.

Accuracy

Information about you maintained by the Exchange 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 the Exchange please send a written request to: Legal@aequin.com**.**

EXHIBIT 3
Notice of Collection, Use and Disclosure of
Personal Information by Securities Regulatory Authorities

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 Personal Information Form public under provincial securities legislation.

By submitting this information you consent to the collection by the SRAs of the personal information provided in the Personal Information Form, 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 Personal Information Form, 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.

FORM 3A
DECLARATION

This Declaration Form ("**Declaration**") is to be completed only if (i) the individual has submitted a Personal Information Form to Aequitas NEO Exchange Inc. (the "**Exchange**") 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. In addition, legible notarized photocopies of TWO different pieces of identification ("I.D."), **one of which must be government-issued and include your name, date of birth, signature and photo taken within the last five years** must be attached. **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**.

Acceptable Forms of Photo Identification

- Driver's Licence
- Age of Majority Card/BYID Card
- Military Employment Card
- Canadian Citizenship Card
- Indian Status Card
- Passport
- Permanent Resident Card
- PAL (Possession & Acquisition Licence issued by the Chief Firearms Office)
- CNIB (Canadian National Institute for the Blind) Card
- Ontario Photo ID Card (issued by the MTO)
- NEXUS Card
- FAST Pass

Acceptable Forms of Non-Photo Identification

- Birth Certificate
- Baptismal Certificate
- Hunting Licence
- Outdoors Card
- Canadian Blood Donor Card
- Immigration Papers

The Exchange is 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.

Individual's Name (Please Print)
Declaration is being submitted with respect to [legal name of the issuer]
Position with the issuer
Date of Birth
Citizenship
Email address (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 the Exchange within the last 36 months (the "Personal Information Form") and any attachments to it continues to be true and correct, except where stated in the Personal Information Form 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 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 Personal Information Form and collection of information for the sole purposes of SRAs) (collectively, the "Personal Information Form Collection Policy");

(c) I have presented to the Notary Public named below, two pieces of photo identification, both of which comply with the Exchange's 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 Personal Information Form, and any further information collected, used and disclosed, as set out in the Personal Information Form Collection Policy;

(e) I hereby agree to (i) submit to the jurisdiction of the Exchange 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 the Exchange (collectively, the "Exchange requirements");

(f) I agree that any acceptance, approval or other right granted by the Exchange may be revoked, terminated or suspended at any time in accordance with 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 Listed Issuer to the extent required by the Exchange. I agree not to resume my association or involvement with any Listed Issuer, except with the prior written approval of the Exchange;

(g) This Declaration and the rights and powers of the Exchange pursuant to the Exchange Requirements shall be governed by the laws of the Province of Ontario 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 Exchange 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 Exchange;

(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.

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

Department and Branch

Name of Organization

Aequitas NEO Exchange Inc., First Advantage Canada Inc. or any of its authorized agent(s)

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
Personal Information Form PERSONAL INFORMATION COLLECTION POLICY

Collection, Use and Disclosure

Aequitas NEO Exchange Inc. and its affiliates, subsidiaries and divisions (collectively referred to as "the Exchange"), 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 a Listed Issuer or an entity applying to be a Listed 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 a Listed Issuer or an issuer applying to be a Listed Issuer,
- to consider the eligibility of an applicant to be a Listed 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, the Exchange 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 the Exchange 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.

the Exchange 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 Personal Information Form 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 issuer, (ii) refuse to allow an applicant to be listed as an issuer, and/or (iii) refuse to accept a transaction proposed by an issuer.

Security

The personal information that is retained by the Exchange is kept in a secure environment. Only those employees of the Exchange 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 the Exchange who have access to your personal information are made aware of how to keep it confidential.

Accuracy

Information about you maintained by the Exchange 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 the Exchange please send a written request to: Legal@aequin.com.

EXHIBIT 3
Notice of Collection, Use and Disclosure of
Personal Information by Securities Regulatory Authorities

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 Personal Information Form public under provincial securities legislation.

By submitting this information you consent to the collection by the SRAs of the personal information provided in the Personal Information Form, 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 Personal Information Form, 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.

FORM 3B
DECLARATION – OTHER LISTED ISSUER

This Declaration Form ("**Declaration**") is to be completed only if (i) the individual has submitted a Personal Information Form to another Canadian exchange 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. In addition, legible notarized photocopies of TWO different pieces of identification ("I.D."), **one of which must be government-issued and include your name, date of birth, signature and photo taken within the last five years** must be attached. **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**.

Acceptable Forms of Photo Identification

- Driver's Licence
- Age of Majority Card/BYID Card
- Military Employment Card
- Canadian Citizenship Card
- Indian Status Card
- Passport
- Permanent Resident Card
- PAL (Possession & Acquisition Licence issued by the Chief Firearms Office)
- CNIB (Canadian National Institute for the Blind) Card
- Ontario Photo ID Card (issued by the MTO)
- NEXUS Card
- FAST Pass

Acceptable Forms of Non-Photo Identification

- Birth Certificate
- Baptismal Certificate
- Hunting Licence
- Outdoors Card
- Canadian Blood Donor Card
- Immigration Papers

Aequitas NEO Exchange Inc. (the "**Exchange**") is 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.

Individual's Name (Please Print)
Declaration is being submitted with respect to [legal name of the issuer]
Position with the issuer
Date of Birth
Citizenship
Email address (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 personal information form, a copy of which is attached hereto, that was submitted to the _____ [*name of the other Canadian exchange*] (the "Other Exchange") with respect to _____ [*legal name of the Other Traded Issuer*] (the "Issuer") on _____, 20_____ [*date of PIF*] (the "PIF") and any attachments to it, continues to be true and correct, except where stated in the PIF tobe 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 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 Personal Information Form and collection of information for the sole purposes of SRAs) (collectively, the "Personal Information Form Collection Policy");

(c) I have presented to the Notary Public named below, two pieces of photo identification, both of which comply with the Exchange's 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 Personal Information Form, and any further information collected, used and disclosed, as set out in the Personal Information Form Collection Policy;

(e) I hereby agree to (i) submit to the jurisdiction of the Exchange 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 the Exchange (collectively, the "Exchange requirements");

(f) I agree that any acceptance, approval or other right granted by the Exchange may be revoked, terminated or suspended at any time in accordance with 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 Listed Issuer to the extent required by the Exchange. I agree not to resume my association or involvement with any Listed Issuer, except with the prior written approval of the Exchange;

(g) This Declaration and the rights and powers of the Exchange pursuant to the Exchange Requirements shall be governed by the laws of the Province of Ontario 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 Exchange 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 Exchange;

(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.

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

Department and Branch

Name of Organization

Aequitas NEO Exchange Inc., First Advantage Canada Inc. or any of its authorized agent(s)

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
Personal Information Form PERSONAL INFORMATION COLLECTION POLICY

Collection, Use and Disclosure

Aequitas NEO Exchange Inc. and its affiliates, subsidiaries and divisions (collectively referred to as "the Exchange"), 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 a Listed Issuer or an entity applying to be a Listed 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 a Listed Issuer or an issuer applying to be a Listed Issuer,
- to consider the eligibility of an applicant to be a Listed 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, the Exchange 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 the Exchange 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.

The Exchange 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 Personal Information Form 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 issuer, (ii) refuse to allow an applicant to be listed as an issuer, and/or (iii) refuse to accept a transaction proposed by an issuer.

Security

The personal information that is retained by the Exchange is kept in a secure environment. Only those employees of the Exchange 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 the Exchange who have access to your personal information are made aware of how to keep it confidential.

Accuracy

Information about you maintained by the Exchange 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 the Exchange please send a written request to: Legal@aequin.com.

EXHIBIT 3
Notice of Collection, Use and Disclosure of
Personal Information by Securities Regulatory Authorities

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 Personal Information Form public under provincial securities legislation.

By submitting this information you consent to the collection by the SRAs of the personal information provided in the Personal Information Form, 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 Personal Information Form, 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.

FORM 41
LISTING AGREEMENT FOR ALL LISTED ISSUERS

IN CONSIDERATION of the listing of its securities on Aequitas NEO Exchange Inc. (the "**Exchange**"), the undersigned (the "**Listed Issuer**") agrees as follows:

1. The Listed Issuer will comply with all relevant Exchange Requirements applicable to Listed Issuers, including the Exchange policies and procedural requirements which may be in effect from time to time for all securities listed on the Exchange.

2. Without limiting the generality of the preceding section, the Aequitas Listed Issuer will

   a) promptly provide the Exchange and its Regulation Services Provider with all such information or documentation concerning the Listed Issuer as the Exchange or its Regulation Services Provider may require in the format required by the Exchange or the Regulation Services Provider;

   b) comply with the Listing Manual in all respects, including without limitation, all disclosure, notification, filing, Posting, suitability and governance requirements;

   c) maintain transfer and registration facilities in the City of Toronto or elsewhere in Canada (except for certain Foreign Issuers to the extent that such Foreign Issuer's registrar and transfer agent can settle trades with the Clearing Corporation) where all listed securities are directly transferable and registerable, with no fee for transfer or registration other than government stock transfer taxes;

   d) comply with Canadian securities laws applicable to issuers that are not "venture issuers" and that are "non-venture issuers" and if the Exchange becomes aware of failure of an Listed Issuer to comply with securities laws applicable to it, the Exchange may take any remedial actions available to it;

   e) comply with any actions, conditions or restrictions taken or imposed by the Exchange in accordance with Exchange Requirements;

   f) remove or cause the resignation of any Insider of an Issuer that the Exchange deems unacceptable; and

   g) pay when due, all applicable fees or charges, established by the Exchange. The current fees and charges are set out in Form 4A and may be amended from time to time.

3. The Exchange shall have and may exercise all of the powers set out in the Exchange Requirements, including without limitation, the Exchange's general discretion in its application of the Exchange Requirements as set out in Section 1.03 of the Listing Manual. The Exchange may take into consideration the public interest, including market integrity issues, and any facts or situations unique to a party or security.

4. Without limiting the generality of the preceding section, the Listed Issuer acknowledges that the Exchange has the right, at any time and without notice, to halt or suspend trading in any of the Listed Issuer's securities without giving any reason for such action, or to delist the securities provided that the Exchange will not delist the securities without given the Listed Issuer an opportunity to be heard.

5. If the Listed Issuer wants to participate in the Exchange's Issuer Performance Program it will complete Form 4B to this Form and pay the appropriate amounts when due. The Listed Issuer will also update its Form 4B on an annual basis if it would like to continue its participation in the Issuer Performance Program for the following year.

6. A Listed Issuer will register to use the Issuer Portal and agrees to provide information in accordance with the Issuer Portal's instructions; the Listed Issuer will use the Issuer Portal to Post all forms required to be submitted to the Exchange unless otherwise indicated.

7. The Exchange may amend this Agreement by providing the Listed Issuer with 30 days' prior notice of any such changes by way of posting a notice on its website or by circulating a listing notice. The Listed Issuer hereby agrees that use of any of the Exchange's services provided hereunder after a posted change to this Agreement means that the Listed Issuer has accepted the change.

Name of Listed Issuer	
Signature of Authorized Person	Name
Position	Date
Signature of Authorized Person	Name
Position	Date

FORM 4B
Issuer Performance Program (IPP)

Submission:	❑ Initial ❑ Update
Name of Listed Issuer:	
Trading symbol:	
Date:	
Applicable Period ~~(what mm-yy to mm-yy):~~:	**From:** **To:**

1. The IPP allows you as a Listed Issuer to provide a financial incentive to your Designated Market Maker to perform at a higher tier than required. The performance tiers are set out in the schedule provided to you and is part of the Listing Agreement.

2. Initial and Ongoing Program (Complete relevant section)

   (a) *IPP during first year of Listing*. During the first year of your listing, Tier 3 obligations will be applied to the Designated Market Maker for your security. You agree to contribute: (i) $_____ per ~~month to the Designated Market Maker if it achieves Tier 3 obligations during the month; (ii) an additional $_____ per month~~day to the Designated Market Maker if it achieves Tier 2 obligations during the month; and (~~iii) an additional $_____~~ii) $_____ per ~~month~~day to the Designated Market Maker if it achieves Tier 1 obligations during the month.

   (b) *IPP after the first year of listing*. At the end of the first year of listing the Designated Market Maker Obligations will be based on the median daily value for the quarter. It has been determined that Tier _____ obligations will apply to your Listed Security. You agree to contribute $_____ per ~~month~~day to the Designated Market Maker if it achieves Tier _____ obligations during the month and ~~an additional $_____~~$_____ per ~~month~~day to the Designated Market Maker if it achieves Tier _____ obligations during the month.

3. Distribution and Collection of Funds for the IPP

   (a) At least 10 days prior to the first day of trading after listing, you will make a payment to the Exchange for the full months until the next quarter and for each of the months of the first full quarter after listing.

   (b) An invoice will be sent to you within 45 days after the end of each quarter that you participate in the IPP indicating the amount of money you must pay for the following quarter. At the same time you will receive a report regarding whether the Designated Market Maker has met the increased obligations for each of the months in the previous quarter; and as a result, how much money has been paid to the Designated Market Maker. Any amounts that have not been paid to the Designated Market Maker because it has not achieved its obligations will be credited to future months; no cash refunds will be paid.

   (c) Any amounts owed must be paid within 30 days of the date of the invoice.

(d) Interest at the rate of 1.5% per month will be charged for any fees received later than 30 days after the date of the invoice and such late payment could result in the termination of your participation in the IPP.

Example: If a Listed Issuer starts trading on February 15th it will make a payment for four months (March, April, May, and June); since March is the remaining month in the first quarter of its listing. An invoice will be sent by May 15th with a report regarding whether the Designated Market Maker made its objectives in March. The invoice will set out the amounts due for July, August and September and any credit for the month of March. The payment will be due by June 15 at the latest.

Signature of Authorized Person	Name
Position	Date

FORM 6
QUARTERLY UPDATE

Notice Type: ☐ **Initial Form** ☐ **Amended Form**

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

Please select the applicable fiscal quarter, and include the date of the quarter end:

☐ 1st Quarter _____
☐ 2nd Quarter _____
☐ 3rd Quarter _____
☐ 4th Quarter _____

(i) Complete the following table for each class of Listed Securities:

Class	Number of ~~securities issued~~Securities Issued and ~~o~~Outstanding at ~~b~~Beginning of ~~q~~Quarter (A)	Number of ~~securities issued during~~Securities Issued During the ~~q~~Quarter (B)	Number of Securities ~~redeemed during~~Redeemed During the ~~q~~Quarter (C)	Total ~~s~~Securities ~~i~~Issued and ~~o~~Outstanding at the ~~e~~End of the ~~q~~Quarter (A+B-C)

(ii) Complete the following table for Listed Securities that are reserved for issuance:

Type of ~~convertible / exercisable security~~Convertible / Exercisable Security (or other basis for reservation for issuance)	Class of Listed Security ~~issuable upon conversion / exercise~~Issuable Upon Conversion / Exercise	Number of Securities ~~r~~Reserved for ~~i~~Issuance at ~~b~~Beginning of ~~q~~Quarter (D)	Number of ~~n~~New ~~securities reserved~~Securities Reserved for ~~issuance during~~Issuance During the ~~q~~Quarter (E)	Number of ~~securities previously~~Securities Previously, but ~~no longer reserved~~No Longer Reserved for ~~issuance during~~Issuance During the ~~q~~Quarter (F)	Total ~~n~~Number ~~r~~Reserved for ~~i~~Issuance at the ~~e~~End of ~~q~~Quarter (D+E-F)

(iii) Provide the following information for securities listed in (B), (C), (E) and (F) during the quarter:

Class	Date of Transaction	Type of Transaction[1]	Number of Securities[2]	Price (or exercise / conversion price)	Consideration (cash, property, etc.)	Details of Related Person Involvement	Final Approval Number (if applicable)

(iv) Please confirm that the Listed Issuer has met its continuous listing requirements during the most recent quarter and continues to meet its continuous listing requirements as of the date of this filing:

☐ Yes ☐ No

(v) If this submission relates to the fourth quarter then please complete the following:

Do you have the commitment of at least one Qualified Analyst to cover the security for the following year to issue one or more research reports (as defined in Rule 3400 of the IIROC dealer-member rules)?	☐ Yes	☐ No
Do you have an investor relations budget of at least $50,000 for the following year? Please provide a description of how the funds will be budgeted.	☐ Yes	☐ No

If the response to both of the foregoing questions is "No", provide an explanation as to why:

(vi) Please submit the following information with this submission:

(a) In respect of the Listed Issuer's fiscal year end:

(1) Its annual financial statements, together with annual management's discussion and analysis or annual management report on fund performance, as applicable; and

(2) Its annual information form;

(b) In respect of the Listed Issuer's fiscal quarter end its interim financial statements, together with interim management's discussion and analysis or interim management report on fund performance, as applicable.

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[1] For example: issuance of shares in connection with a private placement, issuance of shares in connection with a public offering, issuance of shares in connection with an acquisition, security-based compensation arrangement award, stock option exercise. For an exercise or conversion of exercisable or convertible securities, include one entry for the share issuance, and one entry for the cancellation of the corresponding exercisable or convertible security.

[2] For redemptions or securities no longer reserved for issuance, include the number of securities in brackets.

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Aequitas Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

Signature of Authorized Person	Name
Position	Date

FORM 9A
PRICE RESERVATION FORM

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Number of Listed Securities outstanding on the day preceding the date that price protection is filed: _____

Closing price of Listed Securities on the day preceding the date that price protection is filed: _____

Was this form filed when material undisclosed information regarding the Listed Issuer existed: ☐ Yes ☐ No

(the Exchange may deny the price reservation where material undisclosed information exists)

(i) Describe the anticipated size and structure of the offering, including the price and particulars of the securities to be issued, and discount to market price (if any):

(ii) If a Related Person, or persons that will become a Related Person following the closing of the offering, will be subscribing or otherwise obtaining securities under the transaction, disclose, the following: [1]

Name	Basis ~~upon which~~Upon Which the ~~p~~Person is a Related Person	Holdings of ~~securities prior~~Securities Prior to the ~~o~~Offering	Percentage of ~~s~~Securities ~~p~~Prior to the ~~o~~Offering	Number of ~~s~~Securities to be ~~a~~Acquired in the ~~o~~Offering	Holdings of ~~securities following~~Securities Following the ~~o~~Offering	Percentage of ~~s~~Securities ~~f~~Following the ~~o~~Offering

[1] Complete the table for Listed Securities (and voting securities, if different than Listed Securities), and securities exercisable or convertible into Listed Securities (and voting securities) only. For each Related Person, disclose each type of security separately, as well as the aggregate number of Listed Securities (and voting securities) assuming exercise or conversion of all exercisable or convertible securities held by the Related Person. Where a percentage must be calculated, calculate on a non-diluted basis, and a partially diluted basis assuming the conversion or exercise of all securities held by the Related Person only.

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

4. The Listed Issuer has obtained the express written consent of each applicable person to:

(a) the disclosure of Personal Information contained in this form by the Listed Issuer to the Exchange;

(b) the publication of Personal Information contained in this form as contemplated by the Listing Manual; and

(c) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Personal Information disclosure policies or as otherwise identified by the Exchange, from time to time,

where the term "Personal Information" means any information about an identifiable individual, and includes the information contained in any table, as applicable, found in this Form

Signature of Authorized Person	Name
Position	Date

FORM 11
NOTICE OF SECURITY BASED COMPENSATION ARRANGEMENT AWARD OR AMENDMENT

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

Number of Listed Securities outstanding on the date of this notice: _____

Was the pricing of the Award determined when material undisclosed information regarding the Listed Issuer existed: ☐ Yes ☐ No

1. SECURITY BASED COMPENSATION ARRANGEMENT AWARDS

(i) Provide the following information for each Security Based Compensation Arrangement Award:

Name of ~~r~~Recipient[1]	Position with Listed Issuer	Award Type	Date of Award (YYYY-MM-DD)	Number of Awards / ~~securities underlying~~Securities Underlying the Award	Exercise Price (if applicable)	Expiry date (if applicable)	Closing ~~market price~~ Market Price the ~~day prior~~Day Prior to the Award	Total ~~n~~Number of Awards ~~h~~Held

(ii) Provide the following information for all outstanding Awards under all Security Based Compensation Arrangement, including those listed above:

Award Type	Total ~~n~~Number of Awards / ~~securities underlying~~Securities Underlying Awards ~~g~~Granted	Percentage of Listed Securities[2]	Number of Awards ~~a~~Available for ~~i~~Issuance under Security Based Compensation Arrangements

[1] Where a recipient is not a Related Person, the name of the recipient may be omitted and Awards granted on the same date may be presented on an aggregated basis.
[2] The denominator should be equal the number of Listed Securities (or voting securities) issued and outstanding (i.e. on a non-diluted basis).

2. AMENDED AWARD

(i) Disclose the particulars of any amendment to an Award, including the name of the recipient[3], the number of Awards, the original features of the Award and the amended features of the Award.

☐ Yes ☐ No

---

3. ADDITIONAL INFORMATION

(i) Will the Award result in the creation of a new Insider? If the response is "Yes", the Exchange may require the new Insider to complete and clear a Personal Information Form prior to issuance of the Award.

☐ Yes ☐ No

(ii) Complete the following:

Will the issuance of the Award materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?	☐ Yes	☐ No
Are shareholder or board approval requirements set out in Section 10.13 of the Listing Manual applicable to the Award?	☐ Yes	☐ No
Is Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* applicable to the offering?	☐ Yes	☐ No
Is shareholder approval required in connection with the Award?	☐ Yes	☐ No
Is the Listed Issuer relying on any exemption from shareholder approval requirements?	☐ Yes	☐ No

If the response to any of the foregoing questions is "Yes", provide full particulars:

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[3] Where a recipient is not a Related Person, the name of the recipient may be omitted and information may be presented on an aggregated basis.

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

4. The Listed Issuer has obtained the express written consent of each applicable person to:

(a) the disclosure of Personal Information contained in this form by the Listed Issuer to the Exchange;

(b) the publication of Personal Information contained in this form as contemplated by the Listing Manual; and

(c) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Personal Information disclosure policies or as otherwise identified by the Exchange, from time to time,

where the term "Personal Information" means any information about an identifiable individual, and includes the information contained in any table, as applicable, found in this Form.

Signature of Authorized Person	Name
Position	Date

FORM 14C
NOTICE OF EXERCISE OF OVER-ALLOTMENT OPTION

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Date of news release(s) disclosing the exercise of the over-allotment option: _____

Number of Listed Securities outstanding on the day preceding the public announcement exercise of the over-allotment option: _____

Submission reference number for the transaction approving the over-allotment option: _____

(i) Provide the following information concerning all securities to be issued in connection with the over-allotment option: [1]

Type of ~~s~~Security	Number to be ~~i~~Issued	Price ~~p~~per ~~s~~Security	Conversion or Eexercise Pprice (if applicable)	Percentage of ~~i~~Issued and ~~outstanding securities~~Outstanding Securities to be ~~i~~Issued in ~~c~~Connection with the ~~additional listing~~Additional Listing	Prospectus ~~exemption relied on~~Exemption Relied On

(ii) Will the closing of the additional listing result in the creation of a new Insider? If the response is "Yes", the Exchange may require the new Insider to complete and clear a Personal Information Form prior to the closing of the offering.

☐ Yes ☐ No

[1] For Listed Securities and securities exercisable or convertible into Listed Securities, disclose each type of security separately, as well as the aggregate number of Listed Securities assuming exercise or conversion of all exercisable or convertible securities issued in connection with the additional listing. Where a percentage must be calculated, the denominator should be equal the number of Listed Securities issued and outstanding prior to the completion of the additional listing (i.e. on a non-diluted basis).

(iii) Provide the following information with respect to the direct or indirect participation in the additional listing by any Related Person, or person who will become a Related Person upon completion of the additional listing: [2]

Name	Basis ~~upon which~~Upon Which the ~~p~~Person is a Related Person	Holdings of ~~securities prior~~Securities Prior to the ~~additional listing~~Additional Listing	Percentage of ~~s~~Securities ~~p~~Prior to the ~~additional listing~~Additional Listing	Number of ~~s~~Securities to be ~~a~~Acquired in the ~~additional listing~~Additional Listing	Holdings of ~~securities following~~Securities Following the ~~additional listing~~Additional Listing	Percent of ~~s~~Secu ~~f~~Followir ~~additio listing~~Add Listir

(iv) Give full particulars of any direct or indirect involvement by Related Persons in the additional listing not disclosed above (including receipt of any brokerage or finder's fees or receipt of any proceeds):

(v) Complete the following:

Will the closing of the additional listing materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?	☐ Yes	☐ No
Is Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* applicable to the acquisition?	☐ Yes	☐ No
Is shareholder approval required in connection with the acquisition?	☐ Yes	☐ No
Is the Listed Issuer relying on any exemption from shareholder approval requirements?	☐ Yes	☐ No

If the response to any of the foregoing questions is "Yes", provide full particulars:

---

[2] Complete the table for Listed Securities (and voting securities, if different than Listed Securities), and securities exercisable or convertible into Listed Securities (and voting securities) only. For each Related Person, disclose each type of security separately, as well as the aggregate number of Listed Securities (and voting securities) assuming exercise or conversion of all exercisable or convertible securities held by the Related Person. Where a percentage must be calculated, calculate on a non-diluted basis, and a partially diluted basis assuming the conversion or exercise of all securities held by the Related Person only.

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

4. The Listed Issuer has obtained the express written consent of each applicable person to:

   (a) the disclosure of Personal Information contained in this form by the Listed Issuer to the Exchange;

   (b) the publication of Personal Information contained in this form as contemplated by the Listing Manual; and

   (c) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Personal Information disclosure policies or as otherwise identified by the Exchange, from time to time,

where the term "Personal Information" means any information about an identifiable individual, and includes the information contained in any table, as applicable, found in this form.

Signature of Authorized Person	Name
Position	Date

FORM 18A
CONFIRMATION OF DISTRIBUTION REQUIREMENTS IN CONNECTION WITH A SECURITY CONSOLIDATION

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Date of news release(s) disclosing the consolidation: _____

Number of Listed Securities outstanding on the day preceding the public announcement of the consolidation: _____

Closing price of Listed Securities on the day preceding the public announcement of the consolidation: _____

(i) Complete the following tables for the security which will be consolidated. The tables should be completed assuming completion of the consolidation, based on currently available information:

A. Securities Held by ~~n~~Non-Public ~~Securityholders~~Security Holders / Public Float

Class of Security:				
Number of Securities Issued and Outstanding (A)				
		Number of Securities (without transfer restrictions)	**Number of Securities (with transfer restrictions)**	**% of Issued and Outstanding Securities**
	Securities Held By The Applicant And Each Non-Public ~~Securityholder~~Security Holder (B)[1]			
	Total (without transfer restrictions) (C)		**-**	
	Total (with transfer restrictions) (D)	**-**		
	Other Securities Subject To Transfer Restriction[2]	-		
		-		
	Total Other Securities Subject To Transfer Restriction (E)	**-**		
	Public Float (A-~~C~~ D-E)			

[1] Disclose separately the holdings (if any) of the issuer and, to the knowledge of the issuer, of each non-Public ~~Securityholder.~~Security Holder. Disclose separately securities that are, or are not, subject to restrictions on transfer.
[2] Disclose separately the holdings of each person whose securities are, to the knowledge of the issuer, subject to transfer restrictions. Do not include securities that have already been included in item (C) or (D).

B. Public ~~Securityholders~~Security Holders[3]

CLASS OF SECURITY:		
SIZE OF HOLDING	**NUMBER OF PUBLIC ~~SECURITYHOLDERS~~SECURITY HOLDERS**	**TOTAL NUMBER OF SECURITIES**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities		
Unable to confirm	**N/A**	

Total		

Total Board Lot Holders		

[3] Complete this table for Public ~~Securityholders~~Security Holders only. For the purposes of this report, "Public ~~Securityholders~~Security Holders" are persons other than persons enumerated in section (B) of the previous chart).

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, and will conduct the issuer bid in compliance with applicable securities legislation, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

4. The Listed Issuer has obtained the express written consent of each applicable person to:

(a) the disclosure of Personal Information contained in this form by the Listed Issuer to the Exchange;

(b) the publication of Personal Information contained in this form as contemplated by the Listing Manual; and

(c) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Personal Information disclosure policies or as otherwise identified by the Exchange, from time to time,

where the term "Personal Information" means any information about an identifiable individual, and includes the information contained in any table, as applicable, found in this Form.

Signature of Authorized Person	Name
Position	Date

FORM 19
NOTICE OF SECURITY RESTRUCTURING

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Date of news release(s) disclosing the reclassification: _____

Number of Listed Securities outstanding on the day preceding the public announcement of the reclassification: _____

Closing price of Listed Securities on the day preceding the public announcement of the reclassification: _____

(i) Provide the following information concerning the reclassification:

Effective Date: _____

Date of mailing the letter of transmittal to ~~securityholders~~Security Holders: _____

CUSIP(s) for the reclassified securities: _____

Trading symbol(s) for the reclassified securities, if applicable: _____

(ii) Describe the terms of the securities reclassification transaction. The description must be sufficiently detailed that a reader will understand the reclassification transaction without reference to any other material:

_____

(iii) Will the closing of the reclassification transaction result in the creation of a new Insider? If the response is "Yes", the Exchange may require the new Insider to complete and clear a Personal Information Form prior to the closing of the offering.

☐ Yes ☐ No

(iv) Complete the following:

Will the completion of the reclassification transaction materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?	☐ Yes	☐ No
Is Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* applicable to the reclassification transaction?	☐ Yes	☐ No
Is shareholder approval required in connection with the reclassification transaction?	☐ Yes	☐ No
Is the Listed Issuer relying on any exemption from shareholder approval requirements?	☐ Yes	☐ No

If the response to any of the foregoing questions is "Yes", provide full particulars:

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

Signature of Authorized Person | Name

Position | Date

FORM 21
NOTICE OF SHAREHOLDER RIGHTS PLAN

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Date of news release(s) disclosing the shareholder rights plan: _____

Is this an amendment to the existing shareholder rights plan? ☐ Yes ☐ No

Date that the shareholder approval was or will be obtained for the shareholder rights plan (or an amendment thereto): _____

(i) Is the Listed Issuer aware of any takeover bid of the Listed Issuer's securities that has been made or is contemplated?

☐ Yes ☐ No

If "Yes", please provide with full details regarding any such bid:

_____

(ii) Does the plan treat any existing ~~securityholder~~Security Holder differently than other ~~securityholders~~Security Holders?~~:~~

☐ Yes ☐ No

If "Yes", please provide with full details:

_____

(iii) Describe the material features of the plan:

_____

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

Signature of Authorized Person	Name
Position	Date

FORM 24
NOTICE OF DELISTING

Name of Listed Issuer: _____

Trading symbol: _____

Date: _____

If this is updating a prior notice, give date(s) of those notices: _____

Date of news release(s) announcing the delisting (if applicable): _____

New name of the Listed Issuer: _____

Requested date of delisting: _____

Resolution of Directors approving the delisting attached: ☐ Yes ☐ No

Minutes or resolution of ~~Securityholder~~Security Holder meeting approving the delisting attached: ☐ Yes ☐ No

What is the market that the Listed Securities will be traded on after the delisting (if any): _____

(i) Please provide and further details about the change not disclosed above:

_____

(ii) Complete the following:

Is shareholder approval required in connection with the delisting?	☐ Yes	☐ No
Is the Listed Issuer relying on any exemption from shareholder approval requirements?	☐ Yes	☐ No

If the response to any of the foregoing questions is "Yes", provide full particulars:

_____

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;

2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

---

3. All information in this form is true and complete, and the form contains no untrue statement of 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 was made.

Signature of Authorized Person Name

Position Date

Chapter 25

Other Information

There is nothing to report for Chapter 25 this week.

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