The Ontario Securities Commission

OSC Bulletin

April 6, 2007

Volume 30, Issue 14

(2007), 30 OSCB

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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Published under the authority of the Commission by:
Carswell
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
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The OSC Bulletin is published weekly by Carswell, under the authority of the Ontario Securities Commission.

Subscriptions are available from Carswell at the price of $549 per year.

Subscription prices include first class postage to Canadian addresses. Outside Canada, these airmail postage charges apply on a current subscription:

U.S.	$175
Outside North America	$400

Single issues of the printed Bulletin are available at $20 per copy as long as supplies are available.

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ISSN 0226-9325
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Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

APRIL 06, 2007

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
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20 Queen Street West
Toronto, Ontario
M5H 3S8

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Harold P. Hands	—	HPH
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Kevin J. Kelly	—	KJK
David L. Knight, FCA	—	DLK
Patrick J. LeSage	—	PJL
Carol S. Perry	—	CSP
Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

SCHEDULED OSC HEARINGS

April 9, 2007 10:00 a.m.	**Robert Patrick Zuk[2], Ivan Djordjevic, Matthew Noah Coleman[3], Dane Alan Walton, Derek Reid and Daniel David Danzig[1]** s. 127 J. Waechter in attendance for Staff Panel: WSW/DLK [1] October 3, 2006-Notice of Withdrawal [2] Settlement approved March 1, 2007 [3] Settlement approved March 21, 2007
April 10, 2007 10:00 a.m.	**In the Matter of Certain Officers, Directors and Insiders of Hollinger Inc.** s. 144 J. Superina in attendance for Staff Panel: WSW/DLK/CSP
April 16, 2007 10:00 a.m.	**Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin** s. 127 H. Craig in attendance for Staff Panel: TBA
April 17, 2007 10:00 a.m.	**Rex Diamond Mining Corporation, Serge Muller and Benoit Holemans** s. 127 & 127(1) H. Craig in attendance for Staff Panel: TBA
April 17, 2007 11:00 a.m.	**First Global Ventures, S.A., Allen Grossman and Alan Marsh Shuman** s. 127 D. Ferris in attendance for Staff Panel: LER/MCH/ST

April 23, 2007
10:00 a.m.

John Alexander Cornwall, Kathryn A. Cook, David Simpson, Jerome Stanislaus Xavier, CGC Financial Services Inc. and First Financial Services

s. 127 and 127.1

S. Horgan in attendance for Staff

Panel: RLS/DLK/MCH

May 1, 2007
2:30 p.m.

Frank Dunn, Douglas Beatty, Michael Gollogly

s.127

K. Daniels in attendance for Staff

Panel: JEAT

May 7, 2007
10:00 a.m.

Limelight Entertainment Inc., Carlos A. Da Silva, David C. Campbell, Jacob Moore and Joseph Daniels

s. 127 and 127.1

D. Ferris in attendance for Staff

Panel: PJL/ST/JEAT

May 22, 2007
10:00 a.m.

Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)

s.127 and 127.1

D. Ferris in attendance for Staff

Panel: ST/DLK

May 28, 2007
10:00 a.m.

Eugene N. Melnyk, Roger D. Rowan, Watt Carmichael Inc., Harry J. Carmichael and G. Michael McKenney

s. 127 and 127.1

J. Superina in attendance for Staff

Panel: TBA

May 28, 2007
10:00 a.m.

Jose Castaneda

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: WSW/DLK

June 5, 2007
10:00 a.m.

Certain Directors, Officers and Insiders of Research In Motion Limited

s. 144

J.S. Angus in attendance for Staff

Panel: JEAT/CSP

June 14, 2007
10:00 a.m.

Peter Sabourin, W. Jeffrey Haver, Greg Irwin, Patrick Keaveney, Shane Smith, Andrew Lloyd, Sandra Delahaye, Sabourin and Sun Inc., Sabourin and Sun (BVI) Inc., Sabourin and Sun Group of Companies Inc., Camdeton Trading Ltd. and Camdeton Trading S.A.

s. 127 and 127.1

Y. Chisholm in attendance for Staff

Panel: TBA

June 21, 2007
10:00 a.m.

Momentas Corporation, Howard Rash, Alexander Funt, Suzanne Morrison* and Malcolm Rogers*

s. 127 and 127.1

P. Foy in attendance for Staff

Panel: WSW/CSP

* Settled April 4, 2006

July 5, 2007
10:00 a.m.

Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries

s. 127 & 127.1

P. Foy in attendance for Staff

Panel: WSW/MCH

July 5, 2007
11:30 a.m.

Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas

s.127

M. MacKewn in attendance for Staff

Panel: WSW/DLK

July 9, 2007
10:00 a.m.

***AiT Advanced Information Technologies Corporation, *Bernard Jude Ashe and Deborah Weinstein**

s. 127

K. Manarin in attendance for Staff

Panel: TBA

* Settlement Agreements approved February 26, 2007

October 9, 2007
10:00 a.m.

John Daubney and Cheryl Littler

s. 127 and 127.1

A.Clark in attendance for Staff

Panel: TBA

October 12, 2007
10:00 a.m.

Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton

s. 127

H. Craig in attendance for Staff

Panel: TBA

October 29, 2007
10:00 a.m.

Mega-C Power Corporation, Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited

S. 127

A. Sonnen in attendance for Staff

Panel: TBA

TBA

Yama Abdullah Yaqeen

s. 8(2)

J. Superina in attendance for Staff

Panel: TBA

TBA

John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir

S. 127 & 127.1

K. Manarin in attendance for Staff

Panel: TBA

TBA

Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson

s.127

J. Superina in attendance for Staff

Panel: TBA

TBA

Euston Capital Corporation and George Schwartz

s. 127

Y. Chisholm in attendance for Staff

Panel: TBA

TBA

Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell

s. 127

J. Waechter in attendance for Staff

Panel: TBA

TBA

Philip Services Corp. and Robert Waxman

s. 127

K. Manarin/M. Adams in attendance for Staff

Panel: TBA

Colin Soule settled November 25, 2005

Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey and John Woodcroft settled March 3, 2006

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

Andrew Keith Lech

S. B. McLaughlin

Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol

Andrew Stuart Netherwood Rankin

Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg

Maitland Capital Ltd., Allen Grossman, Hanouch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Diana Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow

1.1.2 Notice of Amendments to the Securities Act

NOTICE OF AMENDMENTS TO THE SECURITIES ACT

On March 22, 2007 proposed amendments to the *Securities Act* were introduced by the Minister of Finance as part of the Government's Spring 2007 Budget Bill. The proposed amendments are included in Schedule 38 to Bill 187, *Budget Measures and Interim Appropriation Act, 2007*.

The most significant proposed amendments can be found in a re-enacted Part XX of the Act dealing with take-over bids. The Commission is also publishing in this Bulletin proposed Ontario Rule 62-504 "Take-over Bids" that would complement the proposed legislative amendments. The proposed Rule will be published for a 90 day comment period.

Other proposed changes include the following:

- Amendments to section 57 of the Act to clarify that an issuer cannot proceed with a distribution or an additional distribution of securities pursuant to an amendment to a prospectus unless the Director has issued a receipt for the amendment.

- Amendments to permit the Commission to prescribe by rule the certificate form in a prospectus and the waiting period between the issuance of a receipt for a preliminary prospectus and the issuance of a receipt for a prospectus.

- Technical amendments to section 143.10 of the Act regarding certain agreements, memorandums of understanding and arrangements entered into by the Commission that the Commission is not required to publish in its Bulletin.

The proposed amendment to section 143.10 of the Act will come into force on the date of Royal Assent of Bill 187. All of the remaining proposed Act amendments will come into force on a day to be proclaimed by the Lieutenant Governor in Council.

The relevant portions of **Bill 187** are reprinted in Chapter 9 and may also be viewed on the Ontario Legislative Assembly's website at www.ontla.on.ca. Draft OSC Rule 62-504 may be found in Chapter 6.

Questions may be referred to any of:

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(416) 593-3653
mkowal@osc.gov.on.ca

Rossana Di Lieto
Associate General Counsel
(416) 593-8106
rdilieto@osc.gov.on.ca

Michael Balter
Senior Legal Counsel
(416) 593-3739
mbalter@osc.gov.on.ca

April 6, 2007

1.1.3 The Investment Funds Practitioner

April, 2007

THE INVESTMENT FUNDS PRACTITIONER

From the Investment Funds Branch, Ontario Securities Commission

What is the Investment Funds Practitioner

The Practitioner is an overview of recent issues that have arisen in connection with applications for discretionary relief, prospectuses, and continuous disclosure documents filed by investment funds with the OSC. We, the staff of the Investment Funds Branch, have written the Practitioner primarily for investment fund managers and their staff or advisors who regularly prepare public disclosure documents and applications for exemptive relief on behalf of investment funds.

The purpose of the Practitioner is to make you more broadly aware of some of the issues we have raised in connection with our reviews of documents filed with us and how we have resolved them. We hope that fund managers and their advisors will find this information useful and that the Practitioner can serve as a useful resource when preparing applications and disclosure documents.

Please note, however, the information contained in the Practitioner is based upon particular factual circumstances and that outcomes may change as facts change or as regulatory approaches evolve. We will continue to assess each particular case on its own merits.

Request for Feedback

We are publishing this first edition of the Practitioner on a trial basis. Please let us know if you find it useful and if you would be interested in seeing further editions of the Practitioner. We welcome any feedback. Please forward your comments by email to investmentfunds@osc.gov.on.ca, or feel free to contact us.

Doug Welsh – Senior Legal Counsel, Investment Funds
(416) 593-8068

Susan Thomas – Legal Counsel, Investment Funds
(416) 593-8076

Who we are

Since the OSC created the Investment Funds Branch in March, 2003, the Branch has added a number of people who you may not have met. Many of the people in the Branch have been with the Commission in the investment funds area for a number of years, while others are relatively new to the Branch. Currently, our group is:

Stacey Barker	Accountant
Shaill Bahuguna	Administrative Support Clerk
Eric Buenaflor	Financial Examiner
Oriole Burton	Review Officer & Administrative Assistant
Leslie Byberg	Manager
Raymond Chan	Senior Accountant
Robert Day	Senior Analyst
Joan DeLeon	Review Officer
Daniela Follegot	Legal Counsel
Patricia Fuller	Administrative Assistant
Rhonda Goldberg	Assistant Manager

Pei-Ching Huang	Legal Counsel
Irene Lee	Legal Counsel
Tracey Leonardo	Administrative Assistant
Chantal Mainville	Senior Legal Counsel
Darren McKall	Senior Legal Counsel
Mark Mulima	Senior Legal Counsel
Parbatee Nandacumar	Administrative Assistant
Vera Nunes	Senior Legal Counsel
Sarah Oseni	Senior Legal Counsel
Stephen Paglia	Legal Counsel
Violet Persaud	Review Officer
Susan Silma	Director
Fern Stark	Legal Counsel
Susan Thomas	Legal Counsel
Doug Welsh	Senior Legal Counsel
Sovener Yu	Accountant

We hope to welcome additional staff to the Branch over the next year.

Applications for Relief

Merger Costs

We've seen a couple of applications in the past year that raised issues regarding the payment of merger costs by investment funds.

In the first case, the Commission affirmed the Director's decision to not approve a merger that proposed to charge the costs of the merger to the funds.[1] Several labour sponsored investment funds sought the Director's approval under subsection 5.5(1)(b) of NI 81-102 in connection with the amalgamation of the funds. The funds were unable to rely upon the pre-approval provisions in section 5.6 of NI 81-102 for several reasons including that the managers proposed that the funds would bear the costs of the merger. The Director declined to approve the merger so long as the managers proposed that the funds bear the costs. The applicants sought a hearing and review of the Director's decision before the Commission. The Commission upheld the Director's decision. The Director subsequently approved the merger provided that the funds did not bear the costs of the merger.[2]

The Commission also questioned the payment of merger costs by a fund in the context of an inter-fund trading application[3] filed to facilitate a merger of exchange traded closed end trusts. The applicant applied for an exemption from the prohibition contained in paragraph 118(2)(b) of the Act against a portfolio manager purchasing or selling the securities of any issuer from or to the account of a responsible person. The Commission granted the exemption and noted in the headnote that it was "extremely reluctant to approve requested relief since costs of the merger were to be borne by the unitholders and this was not disclosed in any materials. Order was approved based on fact that in the past, there was no requirement that managers bear the cost of mergers in the context of entities not subject to NI 81-102 and no notice that staff would generally insist on this as a pre-condition to recommending in favour of discretionary relief in connection with such mergers."

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1 See the Commission's order and reasons for decision *In the Matter of Triax Growth Fund Inc. et al* dated November 23, 2005 and December 13, 2005.

2 See the Director's decision *In the Matter of Covington Group of Funds Inc. and Triax Growth Fund Inc. et al* dated December 15, 2005.

3 See *In the Matter of Lawrence Payout Ratio Trust et al.* dated December 30, 2005.

Commingling Relief

The Director recently granted relief from the commingling prohibition in section 11.1(1)(b) and section 11.2(1)(b) of National Instrument 81-102 *Mutual Funds* ("NI 81-102") in four decisions[4]. The relief permits dealers to commingle, in a single trust account, monies associated with the purchase and redemption of mutual fund securities with monies associated with the purchase and sale of other types of securities a dealer is permitted to sell. The relief is subject to inclusion of certain representations on behalf of dealer applicants (participating dealers or principal distributors). Most of the representations considered intrinsic to the relief rely on the applicant's membership in the MFDA and the applicant's anticipated compliance with MFDA Rules.

The relief granted to date is subject to the condition that it terminate on the reduction of coverage provided by the MFDA Investor Protection Corporation of mutual fund related cash, and 'other' cash (i.e. cash for the purchase or sale of products other than mutual funds, which the dealer is permitted to sell).

Dealers that want relief to permit them to commingle mutual fund related cash and 'other cash' should approach the CSA and the MFDA. We note that applicants who apply to the CSA for this relief should be named in Schedule A to the MFDA Decision Document dated June 23, 2006 granting similar relief from the commingling prohibition found in section 3.3.2(e) of MFDA Rules.

Prospectuses

We have identified several prospectus disclosure issues over the past year.

IFIC Risk Classification Guidelines:

We have seen some fund groups use the IFIC Risk Classification Guidelines to assign and disclose risk categories to their mutual funds. The Guidelines set out six defined risk categories and a process for determining the appropriate risk category for each type of fund. Standard deviation is the stated basis for determining the risk volatility of the fund.

The use of the Guidelines by managers is not mandatory. We have raised some comments, however, in connection with prospectuses filed by some funds that have adopted the Guidelines. We've generally raised the comments with a view to resolving apparent discrepancies between a fund's adoption of a particular risk classification based upon the Guidelines and the disclosure contained in its prospectus regarding its investment objective and investment strategy.

Flow Through Limited Partnerships

We have been raising comments regarding the exit strategies for investors of flow through limited partnerships. Typically these vehicles disclose that they will roll their assets into a mutual fund upon the termination of the partnership and provide investors with mutual fund units in exchange for their partnership units. We have been raising comments in instances where the partnership discloses that it will roll its assets into a mutual fund that is not a reporting issuer. The comments address potential concerns with non-reporting issuers distributing securities to retail investors that may not be accredited investors under National Instrument 45-106 and concerns regarding the liquidity of a mutual fund that is not a reporting issuer.

DSC Switches

We've recently been requesting additional information concerning DSC Switches as part of our prospectus reviews. DSC Switches generally involve either the practice of automatically switching investors' 10% deferred sales charge (DSC) units each year into units of the same fund carrying a front-end sales charge or other series of units, or the switch of the investor into front-end sales charge units at the end of the investor's DSC redemption schedule. The result of these switches to front-end sales charge units is often a higher trailing commission payable to the dealer. We have raised comments on these arrangements as part of our prospectus reviews with a view to encouraging full, true, and plain disclosure in the simplified prospectus that these switches will or may occur, that the dealer is or may be paid a higher trailing commission, and what that higher trailing commission is if the DSC units are switched.

Shelf Prospectuses for Linked Notes

We've recently been looking at base shelf prospectuses that propose to qualify different types of note programs. We've generally been raising the comments in connection with distributions by financial institutions of structured note products for which the value or payment obligation is linked to certain underlying interests that are unrelated to the operations or securities of the issuer. It is generally the case that the substantive details of these types of offerings are not typically available in the base

[4] See *In the Matter of Desjardins Financial Security Investments Inc.* (February 8, 2007), *In the Matter of Scotia Securities Inc.* (November 7, 2006), *In the Matter of Fidelity Retirement Services Company of Canada Limited* (August 11, 2006) and *In the Matter of Manulife Securities International Ltd.* (July 25, 2006).

shelf prospectus which is subject to regulatory review. Instead, those details are set out in the shelf prospectus supplements or pricing supplements which are filed after the distribution has taken place. To ensure that we have adequate opportunity to review the disclosure pertaining to these types of offerings, we have been asking issuers to provide an undertaking that they will pre-clear the shelf prospectus supplements with us prior to completing the distributions. In particular, we have been requesting such an undertaking in connection with notes that may be linked to actively managed baskets of commodities or securities or notes that may be linked to investment funds.

Continuous Disclosure

As discussed previously in OSC Staff Notice 81-705 *Implementation of a Continuous Disclosure Review Program for Investment Funds*, one of the goals of our continuous disclosure review program (the CD Review Program) is to improve the quality of investment fund continuous disclosure. We have developed our CD Review Program through a pilot review of initial filings under NI 81-106 *Investment Fund Continuous Disclosure* followed by a review of a larger sample of investment funds. We anticipate disclosing the results of these initial reviews, likely in the form of a staff notice. We will also discuss issues encountered under the CD Review Program in future newsletters as they arise.

CICA Handbook Section 3855

One issue that we've encountered under the CD Review Program is the implementation of new CICA Handbook section 3855, *Financial Instruments – Recognition and Measurement*. The Director granted an exemption under NI 81-106 from section 14.2 dated September 28, 2006.[5] Section 14.2 of NI 81-106 requires investment funds to calculate NAV in accordance with GAAP. The Director's decision effectively exempts investment funds from section 3855 in connection with calculating NAV for purposes other than their financial statements. The exemption contains a sunset clause so that it will expire the earlier of September 30, 2007 or the date on which changes to Part 14 of NI 81-106 come into effect. This will provide time for us and industry to further consider the impact of section 3855. Otherwise, investment funds must continue to calculate NAV in accordance with GAAP. The Director's decision also includes a condition that the investment fund's financial statements must include a reconciliation of NAV in the financial statements to NAV for other purposes.

[5] *In the Matter of AGF Funds Inc. et al* (September 28, 2006).

1.2 Notices of Hearing

1.2.1 Hollinger Inc. - s. 144

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED (the "Act")

AND

IN THE MATTER OF
CERTAIN DIRECTORS, OFFICERS
AND INSIDERS OF HOLLINGER INC.
(BEING THE PERSONS AND COMPANIES LISTED
IN SCHEDULE "A" HERETO)

NOTICE OF HEARING
(Section 144)

TAKE NOTICE that the hearing described in the Notice of Hearing issued on March 23, 2007 by the Secretary to the Commission in respect of the above matter and scheduled to be heard on Friday March 30, 2007 has been adjourned on the consent of the Applicant, Hollinger Inc., and Staff of the Commission until Tuesday April 10, 2007 at 10:00 a.m. or as soon as possible after that time at 20 Queen Street West, 17th Floor, Large Hearing Room, Toronto, Ontario.

DATED at Toronto, this twenty-eighth day of March, 2007.

"John Stevenson"
Secretary to the Commission
Ontario Securities Commission

Schedule "A"

509645 N.B. Inc.
509646 N.B. Inc.
1269940 Ontario Limited
2753421 Canada Limited
Amiel Black, Barbara
Argus Corporation Limited
Atkinson, Peter Y.
Black, Conrad M. (Lord)
Boultbee, J. A.
Burt, The Hon. Richard
Carroll, Paul A.
Colson, Daniel W.
Conrad Black Capital Corporation
Cowan, Charles G.
Creasey, Frederick A.
Cruickshank, John
Deedes, Jeremy
Dodd, David
Duckworth, Claire F.
Healy, Paul B.
Kipnis, Mark
Kissinger, The Hon. Henry A.
Lane, Peter K.
Loye, Linda
Maida, Joan
McCarthy, Helen
Meitar, Shmuel
O'Donnell-Keenan, Niamh
Paris, Gordon
Perle, The Hon. Richard N.
Radler, F. David
The Ravelston Corporation Limited
Rohmer, Richard, OC, QC
Ross, Sherrie L.
Samila, Tatiana
Savage, Graham
Seitz, The Hon. Raymond G.H.
Smith, Robert T.
Stevenson, Mark
Thompson, The Hon. James R.
Van Horn, James R.
Walker, Gordon W.
White, Peter G.
Vale, Donald M.J.
Delorme, Monique L.
Richardson, James A.
Marler, Jonathan H.
Tyrrell, Robert Emmett
Metcalfe, Robert J.
Wakefield, Allan
509643 N.B. Inc.
509644 N.B. Inc.
509647 N.B. Inc.
Benson, Randall
Wright, Joseph
Beck, Stanley
Glassman, Newton
Rattee, David
Drinkwater, David
Mitchell, Ronald

1.2.2 Robert Patrick Zuk et al. - s. 127

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

AND

ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
AND MATTHEW NOAH COLEMAN

NOTICE OF HEARING
(Section 127)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act* (the "Act") at the Commission's offices on the 17th floor, 20 Queen Street West, Toronto, Ontario, commencing on Tuesday, April 3, 2007, at 11:00 a.m. or as soon thereafter as the hearing can be held.

AND TAKE NOTICE THAT the purpose of the Hearing is for the Commission to consider whether it is in the public interest to approve the settlement of the proceeding entered into between Staff of the Commission ("Staff") and the respondent Derek Reid;

BY REASON OF the allegations set out in the Amended Amended Amended Statement of Allegations of Staff and such additional allegations as counsel may advise and the Commission may permit.

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing.

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

DATED at Toronto this 30th day of March, 2007

"John Stevenson"
Secretary to the Commission

1.3 News Releases

1.3.1 Launch of the "Financial Fitness Challenge" Contest

FOR IMMEDIATE RELEASE

LAUNCH OF THE
"FINANCIAL FITNESS CHALLENGE" CONTEST

Montreal, April 2, 2007. Canadian youth are invited to take part in the "Financial Fitness Challenge" this April, a unique online interactive contest sponsored by the Canadian Securities Administrators (CSA). The contest, which runs between April 2, 2007 and April 30, 2007, engages youth with games, a quiz, tips and interactive simulations, to learn the importance of saving and investing money for their future, ultimately aiming to make smart money management 'cool' for an increasingly web-savvy generation.

Part of the CSA's mandate is to improve the financial literacy of youth and in 2004 they created an earlier version of the contest called "Test Your Financial I.Q.". Since then, the contest has seen substantial growth and in 2006 over 20,000 youth participated and registered to win, a 13.5% increase over the previous year. "This tells us that young people have a thirst for learning about saving and investing information," said Jean St-Gelais, Chair of the CSA and President & Chief Executive Officer of the Autorité des marchés financiers (Québec).

This year, the contest has evolved to become the "Financial Fitness Challenge" with updated content and many new exciting interactive games such as "Slapshot Shopping", a game where players are given $200 of virtual money to purchase a number of necessities and luxuries. The game uses humour - and our Canadian love affair with hockey - to teach the importance of balancing financial needs versus wants. Other games, warm-ups, include "The Tradeoffs", an overview of different investment types, "A Little Goes a Long Way", a compound interest simulator, and "Budget Breakaway", a student-focused budget calculator.

The quiz, which is available at Financial FitnessChallenge.ca, features questions and facts about budgeting, saving and investing, in a format directly focused on the experience of students. Thirteen entries, one from each province and territory, will be randomly selected from eligible quiz participants to win a $750 cash award.

Teachers are encouraged to use the Challenge as a fun and informative learning tool. They can download teachers' resource materials off the web site at www. financialfitnesschallenge.ca/teachers and can enter a contest for a chance to win a prize worth $100. "The learning tools are entertaining and instructional," said St-Gelais. "I strongly urge teachers to use them."

The CSA, the council of securities regulators of Canada's provinces and territories, coordinate and harmonize

regulation for the Canadian capital markets. The CSA mandate is to protect investors from unfair or fraudulent practices through regulation of the securities industry. Part of this protection is educating investors about the risk, responsibilities and rewards of investing.

Related Media

www.istudio.ca/clients/csa/kris_hires.jpg
www FinancialFitnessChallenge.ca
www.financialfitnesschallenge.ca/teachers
www.csa-acvm.ca

Yukon Securities Registry
Bette Boyd
bette.boyd@gov.yk.ca
867-667-5225

British Columbia Securities Commission
Andrew Poon
APoon@bcsc.bc.ca
604-899-6880
1-800-373-6393 (BC & Alberta only)
www.bcsc.bc.ca

Securities Registry
Northwest Territories
Donald MacDougall
donald_macdougall@gov.nt.ca
867-920-8984
www.justice.gov.nt.ca/SecuritiesRegistry

Alberta Securities Commission
Tamera Van Brunt
tamera.vanbrunt@seccom.ab.ca
(403) 297-2664
1-877-355-0585 (toll free)
www.albertasecurities.com

Nunavut Securities Registry
Jennifer MacIsaac
jmacisaac@gov.nu.ca
Phone: (867) 975-6591

Saskatchewan Financial Services Commission
www.sfsc.gov.sk.ca

Manitoba Securities Commission
Ainsley Cunningham
aicunningh@gov.mb.ca
204-945-4733
1-800-655-5244 (Manitoba only)
www.msc.gov.mb.ca

Ontario Securities Commission
Patricia Trott
416-593-8303
1-877-785-1555 (toll-free in Canada)
www.checkbeforeyouinvest.ca
www.osc.gov.on.ca

Autorité des marchés financiers
Frédéric Alberro
frederic.alberro@lautorite.qc.ca
514-395-0558 poste 2176
1-800-361-5072 (Québec only)
www.lautorite.qc.ca

New Brunswick Securities Commission
Rick Hancox
Rick.hancox@nbsc-cvmnb.ca
506-658-3119
1-866-933-2222 (New Brunswick only)
www.nbsc-cvmnb.ca

Nova Scotia Securities Commission
Chris Pottie
pottiec@gov.ns.ca
902-424-5393
www.gov.ns.ca/nssc

Department of Attorney General
Prince Edward Island
Mark Gallant
mlgallant@gov.pe.ca
902-368-4552
www.gov.pe.ca/securities

Financial Services Regulation Division
Newfoundland and Labrador
Doug Connolly
Connolly@gov.nl.ca
709-729-2594
www.gov.nl.ca/scon

1.4 Notices from the Office of the Secretary

1.4.1 Robert Patrick Zuk et al.

FOR IMMEDIATE RELEASE
March 28, 2007

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

AND

IN THE MATTER OF
ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
AND MATTHEW NOAH COLEMAN

TORONTO – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Ivan Djordjevic.

A copy of the Order and Settlement Agreement are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Carolyn Shaw-Rimmington
Manager, Public Affairs
416-593-2361

For investor inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.2 Hollinger Inc.

FOR IMMEDIATE RELEASE
March 29, 2007

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

AND

IN THE MATTER OF
CERTAIN DIRECTORS, OFFICERS
AND INSIDERS OF HOLLINGER INC.
(BEING THE PERSONS AND COMPANIES LISTED
IN SCHEDULE "A" HERETO)

TORONTO – The Office of the Secretary issued a Notice of Hearing on March 28, 2007, that the hearing described in the Notice of Hearing issued on March 23, 2007 by the Secretary to the Commission in respect of the above matter and scheduled to be heard on Friday March 30, 2007 has been adjourned on the consent of the Applicant, Hollinger Inc., and Staff of the Commission until Tuesday April 10, 2007 at 10:00 a.m. or as soon as possible after that time at 20 Queen Street West, 17th Floor, Large Hearing Room, Toronto, Ontario.

A copy of the Notice of Hearing is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
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Manager, Public Affairs
416-593-2361

For investor inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.3 Robert Patrick Zuk et al.

FOR IMMEDIATE RELEASE
April 2, 2007

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

AND

IN THE MATTER OF
ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
AND MATTHEW NOAH COLEMAN

TORONTO – The Office of the Secretary issued a Notice of Hearing on March 30, 2007 to consider whether to approve the proposed settlement of the proceeding entered into between Staff of the Commission and Derek Reid. The hearing is scheduled to take place on Tuesday, April 3, 2007 at 11:00 a.m. in the Large Hearing Room.

A copy of the Notice of Hearing is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
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416-593-8314
1-877-785-1555 (Toll Free)

1.4.4 Norshield Asset Management (Canada) Ltd. et al.

FOR IMMEDIATE RELEASE
April 2, 2007

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

AND

IN THE MATTER OF
NORSHIELD ASSET MANAGEMENT (CANADA) LTD.,
OLYMPUS UNITED GROUP INC.,
JOHN XANTHOUDAKIS,
DALE SMITH AND PETER KEFALAS

TORONTO – On March 30, 2007 the Commission issued an order on consent from Staff and counsel for all of the Respondents that the next appearance shall take place on July 5, 2007 at 11:30 a.m.

A copy of the Order is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 BMO Harris Investment Management Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption to allow dealer managed mutual funds to invest in securities of an issuer during the 60 days after the distribution period in which an affiliate of the dealer manager has acted as an underwriter in connection with the distribution of securities of the issuer – The conflict is mitigated by the oversight of an independent review committee – Subsection 4.1(1) of National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 4.1(1), 19.1.

March 30, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND, NEWFOUNDLAND AND LABRADOR, AND THE NORTHWEST TERRITORIES, NUNAVUT AND THE YUKON
(the "Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
BMO HARRIS INVESTMENT MANAGEMENT INC.
(the "Applicant")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Maker**") has received an application from the Applicant (or "**Dealer Manager**"), for and on behalf of the funds listed in Appendix "A" (the "**Funds**" or "**Dealer Managed Funds**") for whom the Applicant acts as portfolio advisor, for a decision under section 19.1 of National Instrument 81-102 *Mutual Funds* ("**NI 81-102**") for:

- an exemption from subsection 4.1(1) of NI 81-102 to enable the Dealer Managed Funds to invest in the common shares ("**Common Shares**") and flow-through common shares (the "**FT Shares**") (the Common Shares and the FT Shares, collectively the "**Securities**") of Duvernay Oil Corp. (the "**Issuer**") on the Toronto Stock Exchange (the "**TSX**") during the 60-day period following the completion of a distribution (the "**Prohibition Period**") of the Offering (defined below) notwithstanding that the Dealer Manager or its affiliate has acted as an underwriter in connection with the private placement (the "**Offering**") of FT Shares announced February 9, 2007 (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

It is the responsibility of each of the Decision Makers to make a global assessment of the risks involved in granting exemptive relief from subsection 4.1 of NI 81-102 in relation to the specific facts of each application.

Interpretation

Defined terms contained in National Instrument 14-101 have the same meanings in this decision unless they are otherwise defined in this decision.

Representations

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

1. The Dealer Manager is a "dealer manager" with respect to the Dealer Managed Funds, and each Dealer Managed Fund is a "dealer managed fund", as such terms is defined in section 1.1 of NI 81-102.

2. The securities of the Dealer Managed Funds are qualified for distribution in one or more of the provinces and territories of Canada pursuant to simplified prospectuses that have been prepared and filed in accordance with their respective securities legislation.

3. The head office of the Dealer Manager is in Toronto, Ontario.

4. The Issuer announced in a press release dated February 27, 2007, that it completed its private placement (announced February 9, 2007) of 1,000,000 flow-through common shares at a price of $41.50 per share, for total gross proceeds of $41,500,000 and that the underwriting syndicate was led by Peters & Co. Limited and included FirstEnergy Capital Corp., Scotia Capital Inc., TD Securities Inc., BMO Nesbitt Burns Inc. (the "**Related Underwriter**"), Canaccord Capital Corporation, Raymond James Ltd., Octagon Capital Corporation and Sprott Securities Inc. (collectively the "**Underwriters**").

5. The Issuer is engaged in the exploration for, and the acquisition, development and production of, natural gas and crude oil in Alberta and British Columbia, and is based in Alberta and stated in its news release that it will use the proceeds of the offering to incur Canadian exploration expenses on its properties and will renounce such expenditures to subscribers for the 2007 tax year.

6. The term sheet for the Offering dated February 9, 2007, did not disclose that the Issuer is a "related issuer" or "connected issuer" as defined in National Instrument 33-105 – *Underwriting Conflicts* ("**NI 33-105**"), of the Related Underwriter.

7. Despite the affiliation between the Dealer Manager and the Related Underwriter, they operate independently of each other. In particular, the investment banking and related dealer activities of the Related Underwriter and the investment portfolio management activities of the Dealer Manager are separated by "ethical" walls. Accordingly, no information flows from one to the other concerning their respective business operations or activities generally, except in the following or similar circumstances:

   (a) in respect of compliance matters (for example, the Dealer Manager and the Related Underwriter may communicate to enable the Dealer Manager to maintain an up to date restricted-issuer list to ensure that the Dealer Manager complies with applicable securities laws); and

   (b) the Dealer Manager and the Related Underwriter may share general market information such as discussion on general economic conditions, bank rates, etc.

8. The Dealer Managed Funds are not required or obligated to purchase any Securities during the Prohibition Period.

9. The Dealer Manager may cause the Dealer Managed Funds to invest in Securities during the Prohibition Period. Any purchase of the Securities will be consistent with the investment objectives of the Dealer Managed Funds and represent the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Funds or in fact be in the best interests of the Dealer Managed Funds.

10. To the extent that the same portfolio manager or team of portfolio managers of a Dealer Manager manages two or more Dealer Managed Funds and other client accounts that are managed on a discretionary basis (the "**Managed Accounts**"), the Securities purchased for them will be allocated:

   I. in accordance with the allocation factors or criteria stated in the written policies or procedures put in place by the Dealer Manager for its Dealer Managed Funds and Managed Accounts, and

   II. taking into account the amount of cash available to each Dealer Managed Fund for investment.

11. There will be an independent committee (the "**Independent Committee**") appointed in respect of each Dealer Managed Fund to review the investments of the Dealer Managed Funds in Securities during the Prohibition Period.

12. The Independent Committee will have at least three members and every member must be independent. A member of the Independent Committee is not independent if the member has a direct or indirect material relationship with its Dealer Manager, the Dealer Managed Funds, or any affiliate or associate thereof. For the purpose of this Decision, a material relationship means a relationship which could, in the view of a reasonable person, reasonably interfere with the exercise of the member's independent judgment regarding conflicts of interest facing the Dealer Manager.

13. The members of the Independent Committee will exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in the Dealer Managed Funds and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

14. The Dealer Manager, in respect of the Dealer Managed Funds, will notify a member of staff in the Investment Funds Branch of the Ontario Securities Commission, of the filing of the SEDAR Report (as defined below) on SEDAR, as soon as practicable after the filing of such report, and the

Notice shall include the SEDAR project number of the SEDAR Report and the date on which it was filed.

15. The Dealer Manager has not been involved in the work of its Related Underwriter and the Related Underwriter has not been and will not be involved in the decisions of the Dealer Manager as to whether the Dealer Managed Funds will purchase Securities during the Prohibition Period.

Decision

Each of the Decision Makers has assessed the conflict of interest risks associated with granting an exemption in this instance from subsection 4.1(1) of NI 81-102 and is satisfied that, at the time this Decision is granted, the potential risks are sufficiently mitigated.

Each of the Decision Makers is satisfied that the test contained in NI 81-102 that provides the Decision Maker with the jurisdiction to make the Decision has been met.

The Decision of the Decision Makers under the Legislation is that the Requested Relief is granted, notwithstanding that the Related Underwriter acts or has acted as underwriter in the Offering provided that, in respect of the Dealer Manager and its Dealer Managed Funds, the following conditions are satisfied:

I. At the time of each purchase (the "**Purchase**") of Securities by a Dealer Managed Fund pursuant to this Decision, the following conditions are satisfied:

(a) the Purchase

(i) represents the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Fund, or

(ii) is, in fact, in the best interests of the Dealer Managed Fund;

(b) the Purchase is consistent with, or is necessary to meet, the investment objective of the Dealer Managed Fund as disclosed in its simplified prospectus; and

(c) the Dealer Managed Fund does not place the order to purchase, on a principal or agency basis, with the Related Underwriter;

II. Prior to effecting any Purchase pursuant to this Decision, each Dealer Managed Fund has in place written policies or procedures to ensure that,

(a) there is compliance with the conditions of this Decision; and

(b) in connection with any Purchase,

(i) there are stated factors or criteria for allocating the Securities purchased for two or more Dealer Managed Funds and other Managed Accounts, and

(ii) there is full documentation of the reasons for any allocation to a Dealer Managed Fund or Managed Account that departs from the stated allocation factors or criteria;

III. The Dealer Manager does not accept solicitation by its Related Underwriter for the Purchase of Securities for the Dealer Managed Funds;

IV. The Dealer Managed Funds have an Independent Committee to review each of the Dealer Managed Fund's investments in the Securities during the Prohibition Period;

V. The Independent Committee has a written mandate describing its duties and standard of care which, as a minimum, sets out the applicable conditions of this Decision;

VI. The members of the Independent Committee exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in the Dealer Managed Funds and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;

VII. The Dealer Managed Funds do not relieve the members of the Independent Committee from liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VI above;

VIII. The Dealer Managed Funds do not incur the cost of any portion of liability insurance that insures a member of the Independent Committee for a liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VI above;

IX. The cost of any indemnification or insurance coverage paid for by the Dealer Manager, any portfolio manager of the Dealer Managed Funds, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Funds to indemnify or insure the members of the Independent Committee in respect of a loss that arises out of a failure to satisfy the standard of care set out in paragraph VI above is not paid either directly or indirectly by the Dealer Managed Funds;

X. The Dealer Manager files a certified report on SEDAR (the "**SEDAR Report**") in respect of the Dealer Managed Funds, no later than 30 days after the end of the Prohibition Period, that contains a certification by the Dealer Manager that contains:

(a) the following particulars of each Purchase:

(i) the number of Securities purchased by the Dealer Managed Funds;

(ii) the date of the Purchase and purchase price;

(iii) whether it is known whether any underwriter or syndicate member has engaged in market stabilization activities in respect of the Securities;

(iv) if the Securities were purchased for two or more Dealer Managed Funds and other Managed Accounts of the Dealer Manager, the aggregate amount so purchased and the percentage of such aggregate amount that was allocated to each Dealer Managed Fund; and

(v) the dealer from whom the Dealer Managed Funds purchased the Securities and the fees or commissions, if any, paid by the Dealer Managed Funds in respect of such Purchase;

(b) a certification by the Dealer Manager that each Purchase:

(i) was made free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(ii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Funds, or

(iii) was, in fact, in the best interests of the Dealer Managed Funds;

(c) confirmation of the existence of the Independent Committee to review the Purchase of the Securities by the Dealer Managed Funds, the names of the members of the Independent Committee, the fact that they meet the independence requirements set forth in this Decision, and whether and how they were compensated for their review;

(d) a certification by each member of the Independent Committee that after reasonable inquiry the member formed the opinion that the policies and procedures referred to in Condition II(a) above are adequate and effective to ensure compliance with this Decision and that the decision made on behalf of the Dealer Managed Funds by the Dealer Manager to purchase Securities for the Dealer Managed Funds and each Purchase by the Dealer Managed Funds:

(i) was made in compliance with the conditions of this Decision;

(ii) was made by the Dealer Manager free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(iii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Funds, or

(iv) was, in fact, in the best interests of the Dealer Managed Funds.

XI. The Independent Committee advises the Decision Makers in writing of:

(a) any determination by it that the condition set out in paragraph X(d) has not been satisfied with respect to any Purchase of the Securities by a Dealer Managed Fund;

(b) any determination by it that any other condition of this Decision has not been satisfied;

(c) any action it has taken or proposes to take following the determinations referred to above; and

(d) any action taken, or proposed to be taken, by the Dealer Manager or a portfolio manager of a Dealer Managed Fund, in response to the determinations referred to above.

XII. Each Purchase of Securities during the Prohibition Period is made on the TSX; and

XIII. An underwriter provides to the Dealer Manager written confirmation that the "dealer restricted period" in respect of the Offering, as defined in Ontario Securities Commission Rule 48-501 Trading During Distributions, Formal Bids and Share Exchange Transactions, has ended.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

APPENDIX "A"

THE MUTUAL FUNDS

BMO Harris Private Portfolios
BMO Harris Canadian Conservative Equity Portfolio
BMO Harris Canadian Growth Equity Portfolio

2.1.2 EnerVest FTS Limited Partnership 2005 - MRRS Decision

Headnote

MRRS- Exemption from requirement to file AIF pursuant to Part 9 of NI 81-106- flow through limited partnership-limited partnership is closed end, has a short life span, has no readily available secondary market, and limited business activity- limited partners have adequate disclosure in the prospectus, financial statements and MRFP- cost of producing AIF outweighs any benefit to limited partners-relief not prejudicial to public interest.

Citation: EnerVest FTS Limited Partnership 2005, 2007 ABASC 128

March 23, 2007

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

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEMS
FOR EXEMPTIVE RELIEF APPLICATION

AND

IN THE MATTER OF
ENERVEST FTS LIMITED PARTNERSHIP 2005
(the Filer)

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for an exemption from the annual information form filing requirement in section 9.2 of National Instrument 81-106 - *Investment Fund Continuous Disclosure* (**NI 81-106**) pursuant to section 17.1 thereof (the **Requested Relief**).

Application of Principal Regulator System

2. Under Multilateral Instrument 11-101 – *Principal Regulator System* (**MI 11-101**) and the Mutual Reliance Review System for Exemptive Relief applications (**MRRS**):

   (a) the Alberta Securities Commission (**ASC**) is the principal regulator for the Filer;

   (b) the Filer is relying on the exemption in Part 3 of MI 11-101 in British Columbia, Saskatchewan and Manitoba; and

   (c) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

3. Defined terms contained in National Instrument 14-101 — Definitions have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

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

   (a) the Filer was formed with the investment objective of providing its limited partners with a tax-assisted investment in a diversified portfolio of flow-through common shares (**Flow-Through Shares**) of resource companies (**Resource Companies**) with the view to achieving capital appreciation. The Resource Companies are involved in oil and gas exploration and development in Canada that will incur and renounce to the Filer, in amounts equal to the subscription price of the Flow-Through Shares, expenditures in respect of resource exploration and development which qualify as Canadian exploration expenses (**CEE**) or as Canadian development expenses (**CDE**) which may be renounced as CEE.

   (b) The Filer is a limited partnership formed pursuant to the Partnership Act (Alberta) on January 27, 2005. The Filer received a receipt dated November 17, 2005, issued under MRRS by the ASC on behalf of each of the provincial regulators that are Decision Makers with respect to a (final) prospectus dated November 17, 2005 (**Prospectus**), offering for sale up to 600,000 limited partnership units of the Filer at a price of $25 per unit. As indicated in the Prospectus and the limited partnership agreement of the Filer dated November 17, 2005 (**Limited Partnership Agreement**), the Filer indicated that it intended to implement a transaction, on or before March 31, 2007, pursuant to which the assets of the Filer would be transferred to EnerVest Natural Resources Fund Ltd. (**EnerVest Fund**), a mutual fund corporation, on a tax deferred basis, in exchange for mutual fund shares of EnerVest Fund (**Fund Shares**). The Fund Shares would then

be distributed to the limited partners of the Filer pro rata on a tax deferred basis upon the dissolution of the Filer (the **Fund Rollover Transaction**). The Limited Partnership Agreement states that if the Fund Rollover Transaction is not implemented by March 31, 2007, the Filer will be terminated and the limited partners of the Filer will receive their pro rata share of the net assets of the Filer. The dissolution of the Filer may be extended to a later date at the discretion of the general partner of the Filer, such date not to be later than December 31, 2007.

(c) The limited partnership units of the Filer are not and will not be listed or quoted for trading on any stock exchange or market and are also not redeemable by the limited partners.

(d) The Filer is a reporting issuer in the Jurisdictions and is not in default of its obligations as a reporting issuer under the Legislation of any Jurisdiction in which it is a reporting issuer or its equivalent.

(e) The principal office of the Filer is located at 2800, 700 - 9th Avenue S.W., Calgary, Alberta, T2P 3V4.

(f) Since its formation, the Filer's activities have been limited to: (i) completing the issue of the units under the Prospectus, (ii) investing its available funds in accordance with its investment objectives, and (iii) incurring expenses as described in the Prospectus.

(g) Unless a material change takes place in the business and affairs of the Filer, the limited partners of the Filer will obtain adequate financial information from the Filer's annual and interim financial statements and management report of fund performance. The Prospectus, the financial statements and management report of fund performance provide sufficient information necessary for a limited partner to understand the Filer's business, financial position and future plans, including the Fund Rollover Transaction.

(h) Given the limited range of business activities to be conducted by the Filer, the short duration of its existence and the nature of the investment in the Filer, the preparation and distribution of an AIF by the Filer will not be of any benefit to the Filer's limited partners and may impose a material financial burden on the Filer. Upon the occurrence of any material change affecting the Filer, its limited partners would receive all relevant information from the material change reports the Filer would be required to file with the Decision Makers.

Decision

5. The Decision Makers being satisfied that they each have jurisdiction to make this decision and that the relevant test under the Legislation has been met, the Requested Relief is granted provided that this exemption shall terminate upon the occurrence of a material change in the affairs of the Filer (excluding the occurrence of the Fund Rollover Transaction) unless the Filer satisfies the Decision Makers that the exemptions should continue, which satisfaction shall be evidenced in writing.

"Patricia Leeson"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.3 Cohen & Company Securities, LLC - ss. 6.1(1) of MI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

Applicant seeking registration as an international dealer is exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees is waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

Multilateral Instrument 31-102 National Registration Database (2003) 26 OSCB 926, s. 6.1.
OSC Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

April 2, 2007

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the Act)

AND

IN THE MATTER OF
COHEN & COMPANY SECURITIES, LLC

DECISION
(Subsection 6.1(1) of Multilateral Instrument 31-102 National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 Fees)

UPON the Director having received the application of Cohen & Company Securities, LLC (the Applicant) for an order pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 *National Registration Database* (MI 31-102) granting the Applicant relief from the electronic funds transfer requirement contemplated under MI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees* (Rule 13-502) in respect of this discretionary relief;

AND UPON considering the application and the recommendation of the staff of the Ontario Securities Commission (the Commission);

AND UPON the Applicant having represented to the Director as follows:

1. The Applicant is organized as a limited liability company under the laws of the State of Delaware in the United States. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is seeking registration under the Act as an international dealer. The head office of the Applicant is located in Philadelphia, Pennsylvania.

2. MI 31-102 requires that all registrants in Canada enrol with CDS Inc. (CDS) and use the national registration database (NRD) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (the electronic funds transfer requirement or EFT Requirement).

3. The Applicant would incur significant costs to set up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

4. The Applicant confirms that it does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration.

5. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (the Application Fee).

6. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

AND UPON the Director being satisfied that to do so would not be prejudicial to the public interest;

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of MI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;

B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;

C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"

2.1.4 Shell Canada Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - exemption from the prospectus and registration requirements in respect of the issuance of options, the sale of shares, and the first trade of shares - relief required because options grant right to acquire shares in foreign company, non-reporting in Canada - optionholders will receive copies of all disclosure and materials filed in accordance with Euronext, FSA, LSE, and SEC requirements.

Applicable Legislative Provisions

Sections 25, 53 and 74 of the Securities Act (Ontario) and National Instrument 12-201 Mutual Reliance Review System for Exemptive Relief Applications.

Citation: Shell Canada Limited, 2007 ABASC 127

March 20, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND, NEWFOUNDLAND & LABRADOR, YUKON, NORTHWEST TERRITORIES AND NUNAVUT

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
SHELL CANADA LIMITED

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the provinces and territories of Canada (the **Jurisdictions**) has received an application from Shell Canada Limited (the **Filer**), under the securities legislation, regulations, rules, instruments and/or policies of the Jurisdictions (the **Legislation**), for a decision under the Legislation that the prospectus and registration requirements of the Legislation do not apply to:

   (a) the issuance of Replacement Options (as defined below) to Optionholders (as defined below) in accordance with the terms of the Option Exchange Letter (as defined below);

(b) the trade of RDS Shares (as defined below) to Optionholders by SC OptionCo (as defined below) on the exercise of Replacement Options in accordance with the terms of the Option Exchange Letter; and

(c) the first trades of RDS Shares on the exercise of Replacement Options by Canadian-resident Optionholders in accordance with the terms of the Option Exchange Letter and the Replacement Options to the extent that an Optionholder does not elect to exercise the SAR entitlement (as defined below) to receive cash in lieu of RDS Shares

(collectively, the **Prospectus and Registration Relief**).

2. Pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the **System**), the Alberta Securities Commission is the principal regulator for this application.

Interpretation

3. Terms defined in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

4. The decision is based on the following representations by the Filer to each Decision Maker:

(a) On January 23, 2007, the Shell Investments Limited (the **Offeror**), a wholly-owned indirect subsidiary of Royal Dutch Shell plc (**RDS**), announced its intention to make an offer (the **Offer**) to purchase all of the issued and outstanding common shares (the **Common Shares**) in the capital of the Filer, other than Common Shares already held by the Offeror and its affiliates, at a price of Cdn. $45.00, in cash, per Common Share. As at the date of such announcement, the Offeror and its affiliates held 643,308,858 Common Shares, representing approximately 78% of the currently issued and outstanding Common Shares.

(b) In a letter dated on or about the date of the Offer (the **Option Exchange Letter**), subject to (i) the granting of the requested relief pursuant to this application, and (ii) the acquisition by the Offeror of Common Shares under the Offer, Shell Canada Options Corporation (**SC OptionCo**) will offer to those persons (the **Optionholders**) who hold options to purchase Common Shares (the **Shell Canada Options**) under the Filer's existing Long Term Incentive Plan (the **LTIP**) to exchange such Shell Canada Options for options to be issued by SC OptionCo (the **Replacement Options**) exercisable to acquire from SC OptionCo previously issued and outstanding Class A ordinary shares in RDS (the **RDS Shares**). The terms and conditions of the Replacement Options will be substantially the same as those of the Shell Canada Options with the exception that the Replacement Options will be exercisable for RDS Shares rather than common shares of the Filer.

(c) The Filer was incorporated under the laws of Canada in 1925 as the successor to The Shell Company of Canada, Limited (incorporated in 1911), and was continued under the Canada Business Corporations Act on May 1, 1978.

(d) The authorized share capital of the Filer consists of an unlimited number of Common Shares, an unlimited number of preferred shares and an unlimited number of 4% cumulative redeemable preference shares. Based on publicly available information, there are 825,662,514 Common Shares (of which RDS indirectly owns 643,308,858 Common Shares), no preferred shares and no 4% cumulative redeemable preference shares issued and outstanding as at December 31, 2006.

(e) The Common Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "SHC".

(f) The Filer is a reporting issuer or the equivalent in all provinces and territories of Canada.

(g) RDS was incorporated under the laws of England and Wales on February 5, 2002, as a private company limited by shares under the name Forthdeal Limited. On October 27, 2004, it re-registered as a public company limited by shares and changed its name to RDS.

(h) In 2005, RDS became the parent company of Royal Dutch Petroleum Company and Shell Transport and Trading Company Limited, the two former public parent companies of the Shell group of companies (the **Shell Group**). RDS' primary object is to carry on the

business of a holding company through its interests in the Shell Group.

(i) The authorized share capital of RDS consists of (i) 4,077,359,886 Class A ordinary shares (nominal value of €0.07 each), (ii) 2,759,360,000 Class B ordinary shares (nominal value of €0.07 each), (iii) 50,000 sterling deferred shares of £1 each, and (iv) 3,101,000,000 unclassified shares of €0.07 each.

(j) As of December 31, 2006, RDS' issued and outstanding share capital consisted of (i) 3,695,780,000 Class A ordinary shares, (ii) 2,759,360,000 Class B ordinary shares, (iii) 50,000 sterling deferred shares, and (iv) no unclassified shares.

(k) RDS' Class A ordinary shares and Class B ordinary shares trade on the Euronext Amsterdam Exchange (**Euronext**) and the London Stock Exchange (**LSE**) under the symbols RDSA and RDSB, respectively, and on the New York Stock Exchange (**NYSE**) (in American Depositary Receipt form) under the symbols RDS.A and RDS.B, respectively.

(l) RDS is not a reporting issuer, or the equivalent, under the Legislation and has no intention of becoming a reporting issuer, or the equivalent, in any Jurisdiction.

(m) There is currently no market in Canada for any securities of the RDS, and no such market is expected to develop.

(n) As RDS is an English company listed on the LSE, it is subject to the authority of the Financial Services Authority (FSA) in the United Kingdom and the securities regulatory authorities in The Netherlands. In addition to the extensive disclosure and other regulatory requirements imposed by the LSE, Euronext and the FSA, RDS is also subject to the regulatory requirements of the applicable securities laws of the United States and the listing rules of the NYSE.

(o) SC OptionCo is incorporated under the Canada Business Corporations Act and is a wholly-owned subsidiary of Shell Canada Charitable Trust, which has been settled by the Filer for the benefit of certain Canadian registered charities.

(p) The sole undertaking of SC OptionCo will be to provide Replacement Options to Optionholders who have exchanged their Shell Canada Options pursuant to the Option Exchange Letter.

(q) SC OptionCo will enter into a support agreement with the Filer, which will require SC OptionCo to, among other things, offer to all Optionholders the right to exchange their Shell Canada Options for Replacement Options. Replacement Options entitle holders thereof to acquire from SC OptionCo upon exercise thereof RDS Shares pursuant to substantially the same general terms and conditions as apply under the Shell Canada Options governed by the LTIP.

(r) SC OptionCo will not be a reporting issuer, or the equivalent, under the Legislation and has no intention of becoming a reporting issuer, or the equivalent, in any Jurisdiction.

(s) The option exchange outlined in the Option Exchange Letter is meant to preserve the value of the Shell Canada Options. The number of Replacement Options an Optionholder will receive in exchange for the surrender of their Shell Canada Options and the exercise price of those Replacement Options will differ from the number of, and exercise price of, the Shell Canada Options by virtue of the price of RDS Shares. Replacement Options will otherwise be subject to substantially the same general terms and conditions, including the dates of vesting, post-employment exercise provisions, performance conditions, assignment restrictions, expiration and the inclusion of a cash share appreciation right (**SAR**) alternative exercisable at the election of the option holder as Shell Canada Options.

(t) Optionholders include current and former employees, executive officers, directors or consultants of the Filer who were granted Shell Canada Options under the LTIP.

(u) Optionholders who elect to surrender their Shell Canada Options and receive Replacement Options will be provided with materials explaining how to exercise the Replacement Options.

(v) Optionholders who elect to receive Replacement Options and who exercise those Replacement Options and acquire RDS Shares, will, thereby, become entitled to receive copies of all annual reports and all other materials distributed

to the RDS' shareholders pursuant to the applicable disclosure and other regulatory requirements of the FSA and the securities laws of the United States.

(w) None of the Optionholders will be induced to participate in the option exchange offer to be set forth in the Option Exchange Letter by the expectation of employment or continued employment or further advancement with the Filer or any of its affiliates. Furthermore, participation by directors of the Filer (who are not also employees) is also voluntary.

(x) Since there is no active market for RDS Shares in Canada and none is expected to develop, it is expected that any resale of the RDS Shares received by Canadian-resident holders of Replacement Options will occur through the facilities of Euronext.

(y) Since December 31 2005, more than approximately 97% of Optionholders have elected to exercise the SAR entitlement to receive cash in lieu of common shares of the Filer in respect of their Shell Canada Options. The Filer believes believes that a similar percentage of Optionholders may reasonably be expected to elect to exercise the SAR entitlement to receive cash in respect of their Replacement Options rather than exercising their Replacement Options and receiving the underlying RDS Shares. This may reasonably be expected to reduce even further the number of RDS Shares traded to Canadian residents.

(z) The following table sets forth the approximate number of Optionholders in each Jurisdiction as at January 20, 2007. Following the exchange of Shell Canada Options for Replacement Options and assuming that all Optionholders accept the offer provided in the Option Exchange Letter, and further assuming that the SAR alternative is not elected and all Replacement Options received are exercised for RDS Shares, it is expected that there will be approximately 806 holders of RDS Shares with registered addresses in Canada.

Province/Territory	Total Number of Optionholders
Alberta	705
British Columbia	8
Manitoba	Nil
New Brunswick	Nil
Newfoundland & Labrador	Nil
Northwest Territories	Nil
Nova Scotia	1
Nunavut	Nil
Ontario	49
Prince Edward Island	Nil
Québec	44
Saskatchewan	Nil
Yukon Territory	Nil

(aa) It is anticipated that, following the exchange of Shell Canada Options and assuming that all Optionholders accept the offer provided in the Option Exchange Letter and further assuming that all of Replacement Options are exercised for RDS Shares, holders whose registered address is in Canada will hold, in the aggregate, substantially less than 5% of the outstanding RDS Shares and will not represent more than 5% of the total number of holders of RDS Shares.

(bb) In most transactions of this nature, optionholders of the offeree issuer would simply exchange their options to acquire shares in the offeree for options to acquire shares in the offeror. Where the offeror is not a reporting issuer, section 2.24 of National Instrument 45-106 *Prospectus and Registration Exemptions* (**NI 45-106**) provides an exemption from the prospectus and registration requirements for the issuance of options of the offeror to employees, executive officers, directors or consultants and their permitted transferees upon the offeror's acquisition of control of the offeree.

(cc) RDS is not authorized to distribute either (i) newly issued or (ii) treasury securities to employees, executive officers, directors or consultants. Moreover, under the U.K. *Companies Act* and the *Canada Business Corporations Act*, the Filer, as a subsidiary of RDS, is not permitted to own equity securities in RDS, which it would have to if it were to assume the role of issuing the Replacement Options exercisable for RDS Shares.

(dd) Accordingly, in order to preserve, to the extent possible, the original incentives provided by the Shell Canada Options, an alternative structure has been

established whereby SC OptionCo will issue Replacement Options to Optionholders in exchange for their Shell Canada Options pursuant to the Option Exchange Letter and acquire, or cause to be acquired, RDS Shares for delivery upon the exercise of Replacement Options.

(ee) As SC OptionCo will not be a "related entity" of RDS for securities law purposes, it is unable to rely upon the registration and prospectus exemption provided in section 2.24 of NI 45-106 in respect of the issuance of the Replacement Options and the subsequent trade of RDS Shares on exercise of Replacement Options. Moreover, exemptions from the prospectus and registration requirements which might otherwise apply to first trades in RDS Shares acquired by Canadian-resident Optionholders upon the exercise of Replacement Options are unavailable.

Decision

5. Pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker.

6. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

7. The decision of the Decision Makers pursuant to the Legislation is that the Prospectus and Registration Relief is granted provided that the first trade of RDS Shares acquired pursuant to this order shall be deemed to be a distribution or a primary distribution to the public under the Legislation unless the following conditions are met:

(a) RDS is not a reporting issuer in any jurisdiction of Canada at the date of the first trade of RDS Shares;

(b) at the date of the option exchange described in the Option Exchange Letter, after giving effect to the exercise of Replacement Options for RDS Shares, Optionholders who are residents of Canada:

(i) will not own directly or indirectly more than 10 percent of the outstanding RDS Shares; and

(ii) will not represent in number more than 10 percent of the total number of owners directly or indirectly of RDS Shares; and

(c) the first trade of RDS Shares is made:

(i) through an exchange, or a market, that is outside of Canada; or

(ii) to a person or company outside of Canada.

"Glenda A. Campbell", QC
Vice-Chair
Alberta Securities Commission

"Stephen R. Murison"
Vice-Chair
Alberta Securities Commission

2.1.5 Fidelity Investments Canada Limited - MRRS Decision

Headnote

MRRS – Relief granted from multi-layering prohibition to permit mutual funds to invest in securities of a two-tier fund structure that invests more than 10% of the market value of its net assets in another specified underlying fund – Two-tier fund structure having investment objective that is substantially the same as that of the specified underlying fund, except that two-tier fund's objective includes seeking to eliminate substantially its foreign currency exposure through the use of derivative contracts – National Instrument 81-102 Mutual Funds, paragraph 2.5(2)(b).

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.5, 2.5(2)(b), 19.1.

March 20, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, QUEBEC,
NEW BRUNSWICK, NOVA SCOTIA,
PRINCE EDWARD ISLAND, NEWFOUNDLAND,
NORTHWEST TERRITORIES, YUKON AND
NUNAVUT
(the Jurisdictions)

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

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

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer on behalf of the mutual funds listed in Schedule A and other mutual funds that are or will be managed by the Filer (collectively, the Funds) for a decision under the securities legislation of the Jurisdictions (the Legislation) granting an exemption from the requirement in paragraph 2.5(2)(b) of National Instrument 81-102 *Mutual Funds* (NI 81-102) which prohibits a mutual fund from investing in another mutual fund if the other mutual fund holds more than 10% of the market value of its net assets in securities of other mutual funds (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

"Fidelity Currency Neutral Funds" means Fidelity American High Yield Currency Neutral Fund, Fidelity Global Bond Currency Neutral Fund and such other Fidelity currency neutral funds that are reporting issuers and managed by Fidelity from time to time.

Representations

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

1. The Filer is a corporation incorporated under the laws of Canada, thereafter continued under the laws of Ontario, and subsequently amalgamated under the laws of Ontario. Fidelity has its head office in Toronto, Ontario. The Filer is, or will be, the trustee and manager of the Funds.

2. The Funds and the Fidelity Currency Neutral Funds are, or will be, open-end mutual funds established under the laws of Ontario.

3. The Funds and the Fidelity Currency Neutral Funds are, or will be, reporting issuers under the securities laws of each of the Jurisdictions. None of the currently existing Funds or Fidelity Currency Neutral Funds is in default of any requirements of applicable securities legislation.

4. To achieve their respective investment objectives, certain of the Funds invest primarily in securities of other mutual funds, which may include mutual funds managed by the Filer while other Funds may from time to time invest in mutual funds where it is considered expedient to do so, and in particular may do so where they can obtain exposure to foreign securities without having to separately manage and hedge continuously their foreign currency exposure. The Funds may have exposure to foreign securities to an extent that will vary from time to time and may be up to 100% of the net assets of certain of the Funds at the time that such exposure to foreign securities is obtained.

5. The Filer would like the flexibility to hedge away some or all of the foreign currency exposure in the Funds, where applicable, particularly those Funds

that increase their foreign property exposure. The Filer proposes that an efficient and cost effective way to accomplish this would be to have the Funds invest in units of one or more of the Fidelity Currency Neutral Funds.

6. A Fidelity Currency Neutral Fund, as referenced in this decision, is or will be a Fidelity mutual fund whose:

   a) investment objective includes seeking to eliminate substantially its foreign currency exposure; and

   b) investment strategy is to seek to achieve its investment objective primarily through investing in units of a specified underlying fund (the Underlying Fund) managed by the Filer and using derivative contracts, on an ongoing basis, to hedge substantially its foreign currency exposure.

7. The investment objectives of a Fidelity Currency Neutral Fund and the applicable Underlying Fund will be substantially the same, except that the objective of the Fidelity Currency Neutral Fund will include the objective of seeking to eliminate substantially the Fidelity Currency Neutral Fund's foreign currency exposure.

8. Each Fidelity Currency Neutral Fund is or, in the case of such funds created or reorganized after the date hereof, will be, an open-end mutual fund established under the laws of Ontario and a reporting issuer under the securities laws of each of the Jurisdictions. None of the currently existing Fidelity Currency Neutral Funds is in default of any requirements of applicable securities legislation.

9. The Fidelity Currency Neutral Funds are attractive investments for the Funds because effectively they offer investors the opportunity to invest in a foreign equity market without having to separately manage and hedge continuously their currency exposure to that market. The Fidelity Currency Neutral Funds are able to efficiently hedge their varying foreign currency exposure on a much more efficient and cost effective basis than individual investors.

10. Each Underlying Fund is an open-end mutual fund established under the laws of Ontario and is a reporting issuer under the securities laws of each of the Jurisdictions. None of the existing Underlying Funds is in default of any requirements of applicable securities legislation.

11. An investment by the Funds in units of the Fidelity Currency Neutral Funds will in each case be made in accordance with the provisions of section 2.5 of NI 81-102, except for the requirement in paragraph 2.5(2)(b) that a fund not invest in another fund if the other fund holds more than 10% of the market value of its net assets in securities of other mutual funds.

12. A Fund's investment in units of the Fidelity Currency Neutral Funds will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make this decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted to the Funds in connection with their proposed investments in securities of the Fidelity Currency Neutral Funds, provided such investments are made in compliance with each provision of section 2.5 of NI 81-102, except for paragraph 2.5(2)(b).

"Rhonda Goldberg"
Assistant Manager, Investment Funds
Ontario Securities Commission

SCHEDULE A
LIST OF FUNDS

FIDELITY FUNDS

Fidelity Canadian Disciplined Equity® Fund
Fidelity Canadian Growth Company Fund
Fidelity Canadian Large Cap Fund
Fidelity Canadian Opportunities Fund
Fidelity Dividend Fund
Fidelity True North® Fund
Fidelity American Disciplined Equity® Fund
Fidelity American Opportunities Fund
Fidelity American Value Fund
Fidelity Growth America Fund
Fidelity Small Cap America Fund
Fidelity AsiaStar™ Fund
Fidelity China Fund
Fidelity Emerging Markets Fund
Fidelity Europe Fund
Fidelity Far East Fund
Fidelity Global Disciplined Equity® Fund
Fidelity Global Fund
Fidelity Global Opportunities Fund
Fidelity Global Real Estate Fund
Fidelity International Disciplined Equity Fund
Fidelity International Value Fund
Fidelity Japan Fund
Fidelity Latin America Fund
Fidelity NorthStar® Fund
Fidelity Overseas Fund
Fidelity Focus Consumer Industries Fund
Fidelity Focus Financial Services Fund
Fidelity Focus Health Care Fund
Fidelity Focus Natural Resources Fund
Fidelity Focus Technology Fund
Fidelity Focus Telecommunications Fund
Fidelity Canadian Asset Allocation Fund
Fidelity Canadian Balanced Fund
Fidelity Monthly Income Fund
Fidelity Global Asset Allocation Fund
Fidelity ClearPath™ 2005 Portfolio
Fidelity ClearPath™ 2010 Portfolio
Fidelity ClearPath™ 2015 Portfolio
Fidelity ClearPath™ 2020 Portfolio
Fidelity ClearPath™ 2025 Portfolio
Fidelity ClearPath™ 2030 Portfolio
Fidelity ClearPath™ 2035 Portfolio
Fidelity ClearPath™ 2040 Portfolio
Fidelity ClearPath™ 2045 Portfolio
Fidelity ClearPath™ Income Portfolio
Fidelity Canadian Bond Fund
Fidelity Canadian Short Term Bond Fund
Fidelity American High Yield Fund
Fidelity Income Trust Fund
Fidelity Monthly High Income Fund

2.1.6 Creststreet 2006 Limited Partnership et al - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – exemptions granted to flow-through limited partnerships from the requirements in National Instrument 81-106 Investment Fund Continuous Disclosure to file an annual information form. The flow-through limited partnerships have a short lifespan and do not have a readily available secondary market.

Rules Cited

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 9.2, 17.1.

March 30, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR (the "Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
CRESTSTREET 2006 LIMITED PARTNERSHIP ("C2006LP"),
CRESTSTREET 2006 (II) LIMITED PARTNERSHIP ("C2006(II)LP"), AND
CRESTSTREET 2007 LIMITED PARTNERSHIP ("C2007LP")
(collectively, the "Filers")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") for an exemption from the annual information form (**AIF**) filing requirement in Section 9.2 of National Instrument 81-106 – Investment Funds Continuous Disclosure ("**NI 81-106**") pursuant to section 17.1 thereof (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* 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 Filers:

The Filers

1. The Filers were formed to invest in a diversified portfolio of equity securities, comprised principally of flow through shares ("**Flow-Through Shares**") of issuers engaged in oil and gas, mining or renewable energy exploration and development in Canada or that invest in securities of entities engaged in such activities ("**Resource Issuers**") pursuant to agreements ("**Flow-Through Agreements**") between each Filer and the relevant Resource Issuer. Under the terms of each Flow-Through Agreement, the relevant Filer will subscribe for Flow-Through Shares of the Resource Issuer and the Resource Issuer will agree to incur and renounce to the Filer, in amounts equal to the subscription price of the Flow-Through Shares, expenditures in respect of resource exploration and development which qualify as Canadian exploration expense or as Canadian development expense which may be renounced as Canadian exploration expense to the Filer.

2. Each Filer is a reporting issuer, or the equivalent, in each of the Jurisdictions.

3. The principal office of each Filer is located at 70 University Avenue, Suite 1450, Toronto, Ontario M5J 2M4.

4. The limited partnership units of each Filer (the "**Units**") are not and will not be listed or quoted for trading on any stock exchange or market. The Units are also not redeemable by the limited partners of each Filer. Generally, Units are not transferred by Limited Partners since Limited Partners must be holders of the Units on the last day of each fiscal year of the Filer in order to obtain the desired tax deduction.

C2006LP

5. C2006LP is a limited partnership formed pursuant to the provisions of the *Limited Partnerships Act* (Ontario) (the "**Act**") on December 22, 2005. C2006LP received a final receipt dated February 13, 2006 issued on behalf of each of the Decision Makers for C2006LP's (final) prospectus dated February 10, 2006 offering for sale up to 4,000,000 Units of C2006LP at a price of $10 per Unit. On February 24, 2006, C2006LP completed the issue of 4,000,000 Units under its prospectus.

6. It is the current intention of C2006LP, as described in its prospectus, to transfer its assets to Creststreet Mutual Funds Limited ("**CMFL**"), an open-ended public mutual fund corporation incorporated under the laws of Canada, on or about January 18, 2008 on a tax deferred basis in exchange for redeemable resource class shares of CMFL (the "**Creststreet Resource Fund**"). Upon the dissolution of C2006LP, which will occur immediately following such transfer, such shares of the Creststreet Resource Fund will be distributed to the partners of C2006LP on a *pro rata* basis. Such transaction is subject, *inter alia*, to any necessary regulatory approvals and in event that it is not possible to complete the transaction, it is the current intention of C2006LP to dissolve and distribute its net assets *pro rata* to its partners no later than September 30, 2008 or such later date as may be approved by the limited partners of C2006LP by extraordinary resolution.

C2006(II)LP

7. C2006(II)LP is a limited partnership formed pursuant to the provisions of the Act on July 14, 2006. C2006(II)LP received a final receipt dated August 4, 2006 issued on behalf of each of the Decision Makers for C2006(II)LP's (final) prospectus dated August 4, 2006 offering for sale up to 4,000,000 Units of C2006(II)LP at a price of $10 per Unit. On August 16, 2006, C2006(II)LP completed the issue of 4,000,000 Units under its prospectus.

8. It is the current intention of C2006(II)LP, as described in its prospectus, to transfer its assets to CMFL on or about January 18, 2008 on a tax deferred basis in exchange for redeemable shares of the Creststreet Resource Fund. Upon the dissolution of C2006(II)LP, which will occur immediately following such transfer, such shares of the Creststreet Resource Fund will be distributed to the partners of C2006(II)LP on a *pro rata* basis. Such transaction is subject, *inter alia*, to any necessary regulatory approvals and in event that it is not possible to complete the transaction, it is the current intention of C2006(II)LP to dissolve and distribute its net assets *pro rata* to its partners no later than September 30, 2008 or such later date as may be approved by the limited partners of C2006(II)LP by extraordinary resolution.

C2007LP

9. C2007LP is a limited partnership formed pursuant to the provisions of the Act on November 20, 2006. C2007LP received a final receipt dated

January 31, 2007 issued on behalf of each of the Decision Makers for C2007LP's (final) prospectus dated January 30, 2007 offering for sale up to 10,000,000 Units of C2007LP at a price of $10 per Unit. On February 15, 2007, C2007LP completed the issue of 3,574,600 Units under its prospectus. On March 15, 2007, C2007LP completed the issue of an additional 565,100 Units under its prospectus. C2007LP has not completed any additional issuances of Units since that date. Up to 5,860,300 additional Units may be issued pursuant to C2007LP's prospectus at any time on or before December 31, 2007.

10. It is the current intention of C2007LP, as described in its prospectus, to transfer its assets to CMFL on or about January 23, 2009 on a tax deferred basis in exchange for redeemable shares of the Creststreet Resource Fund. Upon the dissolution of C2007LP, which will occur immediately following such transfer, such shares of the Creststreet Resource Fund will be distributed to the partners of C2007LP on a *pro rata* basis. Such transaction is subject, *inter alia*, to any necessary regulatory approvals and in event that it is not possible to complete the transaction, it is the current intention of C2007LP to dissolve and distribute its net assets *pro rata* to its partners no later than September 30, 2009 or such later date as may be approved by the limited partners of C2007LP by extraordinary resolution.

The Filing of AIFs

11. The financial year end of each Filer is December 31.

12. Under section 9.2 of NI 81-106, an investment fund must file an AIF if the investment fund does not have a current prospectus as at its financial year end. Under section 9.3 of NI 81-106, an investment fund must file an AIF no later than 90 days after the end of its most recently completed financial year.

13. Under section 18.4 of NI 81-106, an investment fund filing its first AIF may file it within 120 days of its most recently completed financial year. Since C2006LP and C2006(II)LP will be filing their first AIF, they have to file their AIF by April 30, 2007 (120 days after their financial year end). As C2007LP only became a reporting issuer in 2007, C2007LP may file its first AIF by April 30, 2008 (120 days after its financial year end).

14. Since their formation, the activities of the Filers have primarily been limited to (i) completing the issue of the Units under their respective prospectuses, (ii) investing their respective available funds in Flow-Through Shares of Resource Issuers and (iii) incurring expenses as described in their respective prospectuses.

15. The prospectus, financial statements and management reports of fund performance of each Filer provide sufficient information necessary for a limited partner to understand the Filer's business, its financial position and its future plans, including its dissolution and the transaction with CMFL.

16. Given the foregoing, the limited range of business activities carried on by the Filers, the short duration of their existence and the nature of the investment of the limited partners, management of the Filers is of the view the preparation and distribution of an annual information form by the Filers would impose a material financial burden on the Filers without producing a corresponding benefit to the limited partners.

17. Upon the occurrence of any material change to a Filer, limited partners of the Filer would receive all relevant information from the material change report the Filer is required to file with the Decision Makers.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that this exemption shall terminate in respect of a Filer upon the occurrence of a material change in the affairs of the Filer unless the Filer satisfies the Decision Makers that the exemptions should continue, which satisfaction shall be evidenced in writing.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.7 Textron Financial Corporation and Textron Financial Canada Funding Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Applications - Filer is incorporated in Nova Scotia and is a wholly-owned financing subsidiary of U.S. parent - Filer seeking to use northbound MJDS prospectus to complete offering of non-convertible approved rating debt securities guaranteed by U.S. parent - Filer would meet all of the requirements of the alternative eligibility criteria in National Instrument 71-101 but for the fact it is not a U.S. issuer - relief required from the criterion that Filer be a U.S. issuer - exemptive relief granted subject to conditions, including that U.S. parent satisfies the general eligibility criteria under National Instrument 71-101.

Applicable Legislative Provisions

National Instrument 71-101 The Multijurisdictional Disclosure System, ss. 3.1, 3.2.

December 6, 2006

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA, MANITOBA,
NEW BRUNSWICK, NEWFOUNDLAND AND
LABRADOR, NOVA SCOTIA, ONTARIO,
PRINCE EDWARD ISLAND, QUEBEC, AND
SASKATCHEWAN

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
TEXTRON FINANCIAL CORPORATION AND
TEXTRON FINANCIAL CANADA FUNDING CORP.

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions") has received an application from Textron Financial Corporation ("TFC") and its subsidiary Textron Financial Canada Funding Corp. (the "Issuer", and together with TFC, the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in section 3.2(b) of NI 71-101 (defined below) that the Issuer comply with the eligibility criteria in section 3.1 (a) (i) that the Issuer be a "U.S. Issuer" (as defined in NI 71-101) shall not apply so that it is eligible to offer certain securities in the Jurisdictions under NI 71-101 (the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Nova Scotia Securities Commission is the principal regulator for this application.

Interpretation

Defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

"MJDS" means the multi-jurisdictional disclosure system.

"NI 71-101" means National Instrument 71-101 – The Multijurisdictional Disclosure System.

"Prospectus" means a MJDS prospectus and prospectus supplements issued thereunder and filed from time to time..

"SOX" means the Sarbanes-Oxley Act.

Representations

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

1. TFC was incorporated under the laws of the State of Delaware on February 5, 1962 and is a reporting issuer in all of the Jurisdictions that provide for a reporting issuer regime and has filed all documents required to be filed by it under the 1934 Act and when filed, each document complied in all material respects with the 1934 Act and the rules and regulations thereunder.

2. TFC has been a reporting company under the 1934 Act since 1999 with respect to its debt securities. TFC has filed with the SEC all filings required to be made with the SEC under sections 13 and 15 (d) of the 1934 Act since it first became a reporting company.

3. As at December 31, 2005, TFC had approximately US$4.2 billion in long term debt and US$1.2 billion in commercial paper and short term debt outstanding. All of TFC's outstanding long-term debt is rated "A-" by Standard & Poor's and "A3" by Moody's Investors Service.

4. The common stock in the capital of TFC is owned by Textron Inc., a publicly owned Delaware corporation. TFC derives a portion of its business from financing the sale and lease of products manufactured and sold by Textron Inc.

5. TFC is a diversified commercial finance company with core operations in aircraft finance, asset-based lending, distribution finance, golf finance, resort finance and structured capital.

6. TFC's total assets as at December 31, 2005 were approximately US$7.4 billion and its net profit for the year ended December 31, 2005 was approximately US$111 million.

7. TFC satisfies all the criteria set out in paragraph 3.1(a) of NI 71- 101 (the "General Eligibility Criteria") and, should it choose to do so, would be eligible to use MJDS for the purpose of distributing approved rating non-convertible debt in Canada based on compliance with United States prospectus requirements with certain additional Canadian disclosure.

8. The Issuer was incorporated under the *Companies Act* (Nova Scotia) as an unlimited liability company on October 31, 2000, and is a wholly-owned subsidiary of TFC.

9. The registered office of the Issuer is in Nova Scotia and the Issuer's principal executive office is located in Burlington, Ontario.

10. The Issuer is a reporting issuer or its equivalent in all of the Jurisdictions that provide for a reporting issuer regime, it is reporting company under the 1934 Act and is not in default under the Legislation.

11. The Issuer is a financing subsidiary of TFC with no operations, revenues or cash flows other than those related to the issuance, administration and repayment of debt securities that are and will be fully and unconditionally guaranteed by TFC.

12. The Issuer's business activities are limited to financing the business activities of Textron Financial Canada Limited, TFC's Canadian based operating subsidiary.

13. It is proposed that the Issuer will offer, on a continuous basis in Canada and the United States, non-convertible approved rating debt securities that are fully and unconditionally guaranteed by TFC. TFC will offer, on a continuous basis in the United States, non-convertible approved rating debt securities.

14. The Issuer is planning to distribute in each of the Jurisdictions non-convertible approved rating debt securities that are fully and unconditionally guaranteed by TFC under a Prospectus. The Prospectus will be prepared in accordance with U.S. securities laws and filed as part of a registration statement with the SEC under the *United States Securities Act of 1933*, as amended

15. The Prospectus is proposed to be filed with the Decision Makers in accordance with the provisions of NI 71-101, which are available to offerings which meet the alternative eligibility criteria for offerings of guaranteed non-convertible debt that have an investment grade rating as set out in paragraph 3.2 of NI 71-101 (the "Alternative Eligibility Criteria").

16. The Issuer meets all of the requirements of the Alternative Eligibility Criteria except the requirement that it be a "U.S. issuer" (as defined in NI 71-101).

17. The Issuer obtained similar relief pursuant to its distributions of convertible approved rating debt securities which were fully and unconditionally guaranteed by TFC under a MJDS prospectus dated November 30, 2001 and prospectus supplement dated November 30, 2001 as well as a MJDS prospectus dated September 26, 2003 and prospectus supplement dated September 26, 2003.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers in the Jurisdictions under the Legislation is that the Requested Relief is granted provided that:

(a) TFC satisfies the General Eligibility Criteria;

(b) the Issuer complies with all of the filing requirements and procedures set out in NI 71-101, except as varied by the Decision; and

(c) TFC remains the direct or indirect beneficial owner of all the issued and outstanding voting securities of the Issuer.

"J William Slattery"
Deputy Director, Corporate Finance and Administration
Nova Scotia Securities Commission

2.1.8 Summit Real Estate Investment Trust - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – The applicant is undergoing a reorganization – Securityholders have received material information related to the reorganization and will continue to receive material information as required under the legislation – Successor company will assume obligations and liabilities of applicant – The applicant is a venture issuer – Relief granted from the requirement to file an annual information form subject to certain conditions

Applicable Legislative Provisions

National Instrument 51-102 – Continuous Disclosure Obligations, s. 6.1.

March 30, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC,
NEW BRUNSWICK, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR
(the Jurisdictions)

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
SUMMIT REAL ESTATE INVESTMENT TRUST
(the Filer)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) exempting the Filer from the requirement to file an annual information form (AIF) for its financial year ended December 31, 2006 required by National Instrument 51-102 – Continuous Disclosure Obligations (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 - Definitions 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:

1. The Filer is a trust formed pursuant to the laws of the Province of Ontario and governed by an amended and restated declaration of trust dated as of January 15, 2007.

2. The head office of the Filer located at 6285 Northam Drive, Mississauga, Ontario L4V 1X5.

3. The Filer has one unitholder.

4. The Filer does not have securities listed or posted on any stock exchange.

5. The Filer is a “venture issuer” within the meaning of National Instrument 51-102, and is a reporting issuer in each of the Jurisdictions. However, because the Filer was not a venture issuer on December 31, 2006, the requirement to file an AIF for the 2006 financial year applies to the Filer.

6. The Filer is not in default of its obligations as a reporting issuer under the legislation of any jurisdiction in which it is a reporting issuer or its equivalent.

7. In the fall of 2006, with the support of the Filer’s board of trustees, ING Real Estate Canada Trust (INGREC) made a formal take-over bid (the Offer) for all of the issued and outstanding units of the Filer (the Units), at a substantial premium. In January 2007, INGREC successfully completed the acquisition of 100% of the Units by way of a subsequent acquisition transaction involving the redemption of all remaining Units not then owned by INGREC, resulting in INGREC being the sole unitholder of the Filer. The Units were subsequently delisted from the Toronto Stock Exchange (the TSX) effective January 26, 2007.

8. Prior to the completion of the Offer, the 6.25% convertible debentures due March 31, 2014 of the Filer were also listed on the TSX. However, all of such convertible debentures were converted into Units or redeemed in January, 2007 in connection with the completion of the acquisition of 100% of the Units. As a result, the Filer no longer has any securities listed on the TSX, a U.S. marketplace, or a marketplace outside of Canada and the U.S.

9. ING Groep N.V. owns indirectly 50% of INGREC. ING Groep N.V. is one of the world's largest financial services companies with securities listed on several stock exchanges, including the New York Stock Exchange. ING Industrial Fund indirectly holds the remaining 50% interest in INGREC. ING Industrial Fund is a substantial property trust listed on the Australian Stock Exchange.

10. The Filer remains a reporting issuer, or its equivalent, in each of the Jurisdictions solely by virtue of its currently outstanding 5.70% Series A senior unsecured debentures due November 10, 2011 and 5.38% Series B senior unsecured debentures due March 1, 2012 (collectively, the Debentures), which are not (and have never been) listed on any exchange or marketplace.

11. Dominion Bond Rating Service Limited (DBRS) has provided the Filer with an investment grade credit rating relating to the Debentures, most recently confirmed on October 19, 2006 after the expiry of the Offer.

12. The Filer intends to undergo a major reorganization, effective on or about April 2, 2007 (the Reorganization), which will result in it no longer having any material assets and which will, therefore, make any AIF filed in respect of the 2006 financial year irrelevant.

13. Pursuant to the Reorganization, ING Summit Industrial Fund LP (Industrial LP) will assume all of the Filer's liabilities and obligations under the Debentures and the Filer will be left with no material assets (other than certain rights of indemnity provided by Industrial LP). The Filer agrees to continue to be bound to make payments under the Debentures as a co-borrower and will have only nominal assets.

14. Details regarding the planned Reorganization, and its impact on holders of the Debentures, have been fully communicated to the trustee under the indentures, who has received drafts of the supplemental indentures providing for the transfer of obligations from the Filer to Industrial LP, as well as the related opinions of counsel. Additionally, holders of the Debenture received notice of the planned Reorganization in the Filer's MD&A for the year ended December 31, 2006.

15. Following the Reorganization, it is expected that Industrial LP will be the successor reporting issuer to the Filer in the Jurisdictions.

16. The holders of the Debentures will obtain adequate financial information concerning the Filer or Industrial LP from the continued filing of interim and annual financial statements and the related MD&A.

17. Upon the occurrence of any material change to the Filer or Industrial LP, the holders of the Debentures shall receive all relevant information from the material change reports required to be filed with the Decision Makers.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

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

1. the Filer, or a successor entity, is a reporting issuer and a venture issuer under the Legislation; and

2. the Reorganization is completed by April 2, 2007.

"Cameron McInnis"
Manager, Corporate Finance
Ontario Securities Commission

2.1.9 AGS Energy 2005-1 Limited Partnership et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – exemptions granted to flow-through limited partnerships from the requirements in National Instrument 81-106 Investment Fund Continuous Disclosure to file an annual information form, to maintain and prepare an annual proxy voting record, to post the proxy voting record on its website, and to provide it to limited partners upon request. The flow-through limited partnerships have a short lifespan and do not have a readily available secondary market.

Rules Cited

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 9.2, 10.3, 10.4, 17.1.

April 2, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, AND NEWFOUNDLAND AND LABRADOR
(the "Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
AGS ENERGY 2005-1 LIMITED PARTNERSHIP, AGS ENERGY 2006-1 LIMITED PARTNERSHIP, AGS ENERGY 2006-2 LIMITED PARTNERSHIP AND AGS ENERGY 2007-1 LIMITED PARTNERSHIP
(the "Filers")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") exempting the Filers from the following requirements (the "**Requested Relief**"):

(a) to file an annual information form (the "**AIF**") pursuant to Section 9.2 of National Instrument 81-106 ("**NI 81-106**");

(b) to maintain a proxy voting record (a "**Proxy Voting Record**") pursuant to Section 10.3 of NI 81-106;

(c) to prepare a Proxy Voting Record on an annual basis for the period ending June 30 of each year, to post the Proxy Voting Record on the Filer's website no later than August 31 of each year, and to send the Proxy Voting Record to the limited partners of the Filer upon request pursuant to Section 10.4 of NI-81-106;

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 Definitions 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:

1. The principal office of the Filer is located at 70 York Street, Suite 1500, Toronto, Ontario, M5J 1S9.

2. Each Filer was formed (a) to achieve capital appreciation through investment in a diversified portfolio of equity securities, comprised principally of flow-through shares ("**Flow-Through Shares**") of companies engaged in oil and gas or mining exploration and development in Canada or that invest in securities of entities engaged in such activities (collectively, "**Resource Issuers**"), and (b) to maximize tax benefits for investors by purchasing Flow-Through Shares of Resource Issuers.

3. Each Filer has been granted a decision document evidencing the issue of receipt for a prospectus relating to an offering of limited partnership units ("**Units**") by the OSC in its capacity as principal regulator under National Policy 43-201 Mutual Reliance Review System for Prospectuses and Annual Information Forms ("**NI 43-201**") on behalf of the CSA. As a result, each Filer is a reporting issuer or the equivalent thereof in each province of Canada.

4. Each Filer has completed the issue of Units under a prospectus. No additional Units have been or may be issued by any of such Filers.

5. It is the current intention of each Filer, as described in its respective prospectus, to transfer its assets to AGS Lawrence Resource Fund Ltd., an open-ended mutual fund corporation, (the

Mutual Fund), on or before the second anniversary of the Filer's formation on a tax deferred basis in exchange for redeemable resource class shares of the Mutual Fund (the **Transfer**). Upon the dissolution of each Filer, which will occur immediately following the Transfer by such Filer, such shares of the Mutual Fund will be distributed to the partners of the Filer *pro rata* on a tax-deferred basis. The Transfer is subject, *inter alia*, to any necessary regulatory approvals and in the event that it is not possible to complete the Transfer, it is the current intention of each Filer to dissolve and distribute its net assets *pro rata* to its partners no later than the second anniversary of its formation.

6. Each Filer's activities has been or will be limited to (i) issuing Units under a prospectus, (ii) investing available funds in Flow-Through Shares of Resource Issuers and (iii) incurring expenses as described in its prospectus. It is the intention of each Filer to continue to restrict its activities to such activities throughout its life until the Transfer.

7. Each Filer is a short-term special purpose vehicle which is typically dissolved within approximately two years of its formation. Investors generally purchase Units primarily to obtain for the Limited Partners the significant tax benefits that accrue when Resource Companies renounce resource exploration and development expenditures to the Filer through the Flow-Through Shares.

8. Units are not, and will not be, listed or posted on any stock exchange or market or actively traded. Generally, Units are not transferred by limited partners since limited partners must be holders of Units on the last day of each fiscal year of the Filer in order to obtain the desired tax deduction. Limited partners may be required to transfer their Units in limited situations where, for example, the limited partner is no longer a resident of Canada or upon the death of the limited partner.

9. The financial year-end of each Filer is December 31.

10. Given the limited range of business activities to be conducted by the Filer, the short duration of its existence and the nature of the investment of the Limited Partners, the preparation and distribution of an AIF by the Filer will not be of any benefit to the Limited Partners and may impose a material financial burden on the Filer. Upon the occurrence of any material change to the Filer, Limited Partners would receive all relevant information from the material change reports the Filer is required to file with the Decision Makers.

11. Investors who purchased Units in AGS 2005 did so with no expectation of receiving AGS 2005's Proxy Voting Record on an annual basis as Proxy Voting Policies were not included in the prospectus related to AGS 2005 as NI 81-106 was not yet in force at the time that prospectus was prepared. It is intended that AGS 2005 will be dissolved within the next year, as disclosed in its prospectus.

12. As a result of the implementation of NI 81-106, investors purchasing Units of the Filer (except AGS Energy 2005-1 Limited Partnership) were provided with a prospectus containing written policies on how the Flow-Through Shares or other securities held by the Filer are voted (the **Proxy Voting Policies**), and had the opportunity to review the Proxy Voting Policies before deciding whether to invest in Units.

13. The Proxy Voting Policies state that the manager will exercise voting rights in respect of securities held by the Partnership on a case-by-case basis, but in the best interests of the limited partners. When exercising voting rights, the manager will generally vote with management of the issuer on matters that are routine in nature, and for non-routine matters will vote with a view to the vote's potential impact on the value of the Partnership investment.

14. The Proxy Voting Policies give the manager discretion on whether or not to vote on routine or non-routine matters. In cases where the Manager determines that it is not in the best interests of the holders of the Units to cast a vote, or in cases where no value is added by voting, there is no requirement to vote.

15. Given the short lifespan of the Filers, the production of a Proxy Voting Record would provide Limited Partners very little opportunity for recourse if they disagreed with the manner in which the Filer exercised or failed to exercise its proxy voting rights, as the Filer would likely be dissolved by the time any potential change could materialize.

16. Preparing and making available to Limited Partners a Proxy Voting Record will not be of any benefit to Limited Partners and may impose a material financial burden on the Filer.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that this exemption shall terminate upon the occurrence of a material change in the business and affairs of the Filers unless the Filers satisfy the Decision Makers that the exemption should continue, which satisfaction shall be evidenced in writing.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.10 Kinross Gold Corporation and Eastwest Gold Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application from parent company (Parent) and subsidiary (Subco) – for an order under section 13.1 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) exempting Subco from the requirements of NI 51-102; for an order under section 4.5 of Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109) exempting Subco from the requirements of MI 52-109; for an order under section 121(2)(a)(ii) of the Securities Act (Ontario) exempting Subco from the insider reporting requirements of the Act; and for an order under section 6.1 of National Instrument 55-102 System for Electronic Disclosure by Insiders exempting Subco from the requirement to file an insider profile – Subco is a wholly-owned subsidiary of Parent – Subco is a reporting issuer and has warrants and notes outstanding – Warrants entitle holder to acquire common shares of Parent – Notes are convertible into common shares of Parent – Neither warrants nor notes qualify as 'designated exchangeable securities' under exemption in section 13.3 of NI 51-102 – Notes will be redeemed on April 12, 2007 – Warrants will remain outstanding – relief granted on conditions substantially similar to the conditions contained in section 13.3. of NI 51-102.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 121(2)(a)(ii).
National Instrument 51-102 Continuous Disclosure Obligations, ss. 13.1, 13.3.
Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 4.5.
National Instrument 55-102 System for Electronic Disclosure by Insiders, s. 6.1.

March 30, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK, NEWFOUNDLAND AND LABRADOR, NORTHWEST TERRITORIES, YUKON TERRITORY AND NUNAVUT
(the "Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
KINROSS GOLD CORPORATION,
on its own behalf and on behalf of

EASTWEST GOLD CORPORATION
(Kinross or EastWest, as applicable)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application (the Application) from Kinross, on its own behalf and on behalf of EastWest, for a decision under the securities legislation of the Jurisdictions (the Legislation) for the following exemptions under the Legislation:

- pursuant to section 13.1 of National Instrument 51-102 - *Continuous Disclosure Obligations* (NI 51-102), EastWest be exempted from the requirements contained in Parts 4, 5, 6, 7, 8, 9, 11 and 12 of NI 51-102 except in the Northwest Territories (NWT), where NI 51-102 has been adopted as a policy only (the Continuous Disclosure Requirements);

- pursuant to section 4.5 of Multilateral Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109), EastWest be exempted from the requirements contained in MI 52-109 (the Certification Requirements); and

- that, except in the NWT where such requirements are not applicable, EastWest be exempted from the insider reporting requirements and the requirements to file an insider profile under National Instrument 55-102 *System for Electronic Disclosure by Insiders* (the Insider Reporting Requirements).

Under the Mutual Reliance Review System for Exemptive Relief Applications

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

(b) this MRRS Decision Document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 - *Definitions* 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 EastWest:

1. Kinross is a corporation subsisting under the laws of the province of Ontario. Its head office is located at 40 King Street West, 52nd Floor, Toronto, Ontario, M5H 3Y2. Kinross is authorized to issue an unlimited number of common shares (Kinross Common Shares), of which, as at February 26, 2007, 362,927,698 were issued and outstanding. Kinross is a reporting issuer or the equivalent under the Legislation in each of the Jurisdictions except for the territories, and the Kinross Common Shares are listed on the Toronto Stock Exchange (the TSX) under the symbol "K" and the New York Stock Exchange (the NYSE) under the symbol "KGC".

2. As at February 26, 2007, Bema Gold Corporation (Bema) had the following issued and outstanding securities:

   a. 485,794,544 common shares (the Bema Common Shares);

   b. 18,398,536 options (the Bema Options), each exercisable into one Bema Common Share;

   c. 45,165,351 warrants (the Bema Warrants), each exercisable into one Bema Common Share; and

   d. unsecured 3.25% convertible notes of Bema in bearer form due February 25, 2011 (the Bema Convertible Notes), in the aggregate principal amount of US$70 million, convertible into Bema Common Shares.

3. As at February 26, 2007 Bema was a reporting issuer or the equivalent in each of the Jurisdictions, and the Bema Common Shares were listed and traded on the TSX under the symbol "BGO".

4. As at February 26, 2007, the outstanding Bema Warrants included warrants to purchase 23,731,950 Bema Common Shares at a price of $1.90 per Bema Common Share, expiring October 22, 2007 (the First Public Bema Warrants) and warrants to purchase 10,580,000 Bema Common Shares at a price of $10.00 per Bema Common Share, expiring September 7, 2011 (the Second Public Bema Warrants), which warrants were listed and traded on the TSX under the symbols "BGO.WT" and "BGO.WT.A", respectively. The remaining 10,853,401 Bema Warrants were held privately. The Bema Convertible Notes were privately placed by Bema to holders resident in Europe and were listed and traded only on the Luxembourg Stock Exchange.

5. Effective February 27, 2007, Kinross acquired all of all of the issued and outstanding Bema Common Shares, by way of plan of arrangement (the Arrangement) under section 192 of the *Canada Business Corporations Act*, as amended (the CBCA).

6. Under the Arrangement, in addition to other matters, the following occurred:

a. Kinross acquired all of the issued and outstanding Bema Common Shares in exchange for the payment to holders of the Bema Common Shares (Bema Shareholders) of 0.4447 of a Kinross Common Share and $0.01 in cash for each Bema Common Share;

b. each Bema Option was exchanged for a Kinross replacement option to acquire 0.4447 of a Kinross Common Share plus the portion of a Kinross Common Share that, at the effective time of the Arrangement, had a fair market value equal to $0.01 for each Bema Common Share that such holder was entitled to receive under its Bema Option, and the exercise price of such Bema Option was adjusted in accordance with the terms of the Arrangement;

c. each holder of a Bema Warrant outstanding immediately prior to the effective time of the Arrangement is entitled to receive upon the subsequent exercise of such holder's Bema Warrant in accordance with its terms, in lieu of each Bema Common Share to which such holder was entitled upon such exercise but for the same aggregate consideration payable therefore, 0.4447 of a Kinross Common Share and $0.01 in cash;

d. each holder of a Bema Convertible Note outstanding immediately prior to the effective time of the Arrangement is entitled to receive regularly scheduled interest payments and the principal amount of the Bema Convertible Note upon redemption from EastWest; in the alternative, if such a holder elects to exercise the conversion rights provided for in the terms and conditions of the Bema Convertible Notes, such holder shall be entitled to receive upon the conversion of such holder's Bema Convertible Note in accordance with its terms, in lieu of each Bema Common Share to which such holder was entitled upon such exercise but for the same aggregate consideration payable therefore, 0.4447 of a Kinross Common Share and $0.01 in cash; and

e. Kinross transferred all of the Bema Common Shares held by it to a wholly-owned subsidiary of Kinross (Kinross Subco) in exchange for common shares of Kinross Subco, following which, Kinross Subco and Bema amalgamated (the Amalgamation) to form EastWest and continued as one corporation under the CBCA.

7. On February 27, 2007, 216,032,834 additional Kinross Common Shares were listed and posted for trading on the TSX and NYSE as a result of the Arrangement, and 34,951,940 Kinross Common Shares were reserved for issuance upon exercise of the Bema Options and the Bema Warrants. The Bema Common Shares were delisted from the TSX on or about the close of business on February 28, 2007 and from the NYSE at the close of business on February 27, 2007. The First Public Bema Warrants and the Second Public Bema Warrants commenced trading under the symbols "K.WT.A" and "K.WT.B", respectively, at the opening of business on March 1, 2007.

8. Bema shareholders approved the Arrangement at a meeting of shareholders held on January 30, 2007.

9. In connection with the Arrangement, on December 27, 2006, Bema mailed to the Bema Shareholders a management information circular (the Circular) containing prospectus-level disclosure of the business and affairs of each of Bema and Kinross and information on the Arrangement. The Circular disclosed that Kinross, on behalf of the corporation that would exist as the successor company to Bema following the Plan, applied for certain exemptive relief, including relief from the Continuous Disclosure Requirements.

10. Bema provided the holders of all Bema Warrants with prior notice of the Arrangement, including a statement that a copy of the Circular was available for review on SEDAR. In addition, Bema provided a copy of the Circular to holders of the Second Bema Public Warrants in accordance with the terms of the indenture governing these warrants.

11. Notice of the Arrangement and of the consideration holders are entitled to received upon conversion of the Bema Convertible Notes was provided to holders of the Bema Convertible Notes as required by the terms of the indenture governing the Bema Convertible Notes.

12. On March 6, 2007 EastWest provided an irrevocable notice to holders of the Bema Convertible Notes advising that it will redeem the Bema Convertible Notes on April 12, 2007. In connection with the redemption, Kinross has made arrangements for a Canadian chartered bank to provide a letter of credit to EastWest in order to pay any redemption amount due under the Bema Convertible Notes. Holders of Bema Convertible Notes have until the close of business on April 2, 2007 to convert their notes to Kinross Common Shares and cash, otherwise, the Bema Convertible Notes will be redeemed for an amount

of cash equal to the principal amount thereof plus accrued but unpaid interest to the redemption date.

13. On completion of the Arrangement, EastWest became a reporting issuer as Bema, one of the amalgamating companies, was a reporting issuer for a period of at least twelve months prior to the Amalgamation. Consequently, EastWest is required to comply with the Continuous Disclosure Requirements, Certification Requirements and Insider Reporting Requirements.

14. As of the date hereof, the only securities of EastWest that are held publicly are the First Bema Public Warrants, the Second Bema Public Warrants and the Bema Convertible Notes. The Bema Warrants are exercisable for a combination of Kinross Common Shares and a nominal amount of cash. Holders of the Bema Convertible Notes also have the right to convert the Bema Convertible Notes for a combination of Kinross Common Shares and a nominal amount of cash; however, if holders do not elect to convert their Bema Convertible Notes, upon redemption they will receive a cash payment equal to the principal amount of the Bema Convertible Note and accrued but unpaid interest to the redemption date.

15. EastWest and Kinross are both parties to supplemental warrant indentures applicable to the First Public Bema Warrants and the Second Public Bema Warrants pursuant to which Kinross is obligated to deliver the Kinross Common Shares (upon the exercise of a warrant) to either EastWest for delivery to the warrant holder or directly to the warrant holder if so directed by EastWest. Holders of the privately held Bema Warrants are entitled to receive Kinross Common Shares pursuant to and in accordance with the terms of their respective Bema Warrants and the Arrangement. Pursuant to the arrangement agreement between Kinross and Bema dated December 21, 2006, Kinross has agreed to deliver the Kinross Common Shares (upon the exercise of a warrant) to either EastWest for delivery to the warrant holder or directly to the warrant holder if so directed by EastWest.

16. Following the redemption of the Bema Convertible Notes on April 12, 2007, the only outstanding securities of EastWest will be its common shares held by Kinross and the Bema Warrants.

17. EastWest cannot rely on the exemption available in s. 13.3 of NI 51-102 for issuers of exchangeable securities because the Bema Warrants and the Bema Convertible Notes are not “designated exchangeable securities” as defined in NI 51-102. None of the holders of the Bema Warrants or the Bema Convertible Notes will have voting rights in respect of Kinross.

18. The terms of certain of the indentures and other instruments governing the Bema Warrants include a covenant that Bema will remain a reporting issuer in some or all of the provinces of Canada.

19. EastWest has no intention of accessing the capital markets in the future by issuing any further securities to the public and has no intention of issuing any securities to the public other than those that are outstanding on completion of the Arrangement.

20. It is the information relating to Kinross, and not to EastWest, that is of primary importance to holders of Bema Warrants as each of these securities is exercisable into Kinross Commons Shares, along with a nominal amount of cash. In addition, as EastWest is a wholly-owned subsidiary of Kinross, Kinross will consolidate EastWest with Kinross for the purposes of financial statement reporting. As such, the disclosure required by the Continuous Disclosure Requirements and the Insider Reporting Requirements would not be meaningful or of any significant benefit to the holders of the Bema Warrants and would impose a significant cost on EastWest.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

1. The decision of the Decision Makers under the Legislation is that the Continuous Disclosure Requirements shall not apply to EastWest provided that:

   a. Kinross is the beneficial owner of all of the issued and outstanding voting securities of EastWest;

   b. Kinross is a reporting issuer in a designated Canadian jurisdiction (as defined in NI 51-102) and has filed all documents it is required to file under NI 51-102;

   c. all outstanding Bema Convertible Notes are redeemed on April 12, 2007 for cash;

   d. Kinross has made arrangements for a Canadian chartered bank to provide a letter of credit to EastWest in order to pay any redemption amount due under the Bema Convertible Notes;

   e. EastWest does not issue any securities, and does not have any securities outstanding other than:

(i) the Bema Warrants and, until April 13, 2007, the Bema Convertible Notes;

(ii) securities issued to and held by Kinross or an affiliate of Kinross;

(iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of National Instrument 45-106 – *Prospectus and Registration Exemptions*;

f. EastWest files in electronic format,

(i) a notice indicating that it is relying on the continuous disclosure documents filed by Kinross and setting out where those documents can be found in electronic format, if Kinross is a reporting issuer in the local jurisdiction; or

(ii) copies of all documents Kinross is required to file under securities legislation, other than in connection with a distribution, at the same time as the filing by Kinross of those documents with a securities regulatory authority or regulator;

g. Kinross concurrently sends to all holders of Bema Warrants all disclosure materials that would be required to be sent to holders of similar warrants of Kinross in the manner and at the time required by securities legislation;

h. Kinross

(i) complies with securities legislation in respect of making public disclosure of material information on a timely basis; and

(ii) immediately issues in Canada and files any news release that discloses a material change in its affairs; and

i. EastWest issues in Canada a news release and files a material change report in accordance with Part 7 of NI 51-102 for all material changes in respect of the affairs of EastWest that are not also material changes in the affairs of Kinross.

Dated this 30th day of March 2007.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance

2. THE FURTHER DECISION of the Decision Makers under the Legislation is that the Certification Requirements shall not apply to EastWest provided that:

a. EastWest is not required to, and does not, file its own Interim Filings and Annual Filings (as those terms are defined under MI 52-109);

b. EastWest files in electronic format under its SEDAR profile either (i) copies of Kinross' annual certificates and interim certificates at the same time as Kinross is required under MI 52-109 to file such documents or (ii) a notice indicating that it is relying on Kinross' annual certificates and interim certificates and setting out where those documents can be found for viewing on SEDAR; and

c. EastWest is exempt from or otherwise not subject to the Continuous Disclosure Requirements and EastWest and Kinross are in compliance with the conditions set out in paragraph 1 above.

Dated this 30th day of March 2007.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance

2. THE FURTHER DECISION of the Decision Makers is that the Insider Reporting Requirements shall not apply to any insider of EastWest in respect of securities of EastWest provided that:

a. if the insider is not Kinross

(i) the insider does not receive, in the ordinary course, information as to material facts of material changes concerning Kinross before the material facts or material changes are generally disclosed; and

(ii) the insider is not an insider of Kinross in any capacity other than by virtue of being an insider of EastWest;

b. Kinross is the beneficial owner of all of the issued and outstanding voting securities of EastWest;

c. if the insider is Kinross, the insider does not beneficially own any Bema Warrants other than securities acquired through the exercise of the Bema Warrants and not subsequently traded by the insider;

d. Kinross is a reporting issuer in a designated Canadian jurisdiction; and

e. EastWest has not issued any securities, and does not have any securities outstanding, other than

(i) the Bema Warrants and, until April 13, 2007, the Bema Convertible Notes;

(ii) securities issued to and held by Kinross or an affiliate of Kinross;

(iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of NI 45-106; and

f. EastWest is exempt from or otherwise not subject to the Continuous Disclosure Requirements and EastWest and Kinross are in compliance with the conditions set out in paragraph 1 above.

"Robert L. Shirriff"
Commissioner
Ontario Securities Commission

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

2.1.11 Paladin Resources Ltd - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Take-over bid – Exemption from Part XX of Securities Act (Ontario) – De minimis exemption unavailable because Australia is not a jurisdiction recognized for the purposes of clause 93(1)(e) of the Securities Act (Ontario) – Bid exempted from the requirements of Part XX, subject to certain conditions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93(1)(e), 95-100, 104(2)(c).

Recognition Orders Cited

In the Matter of the Recognition of Certain Jurisdictions (Clauses 93(1)(e) and 93(3)(h) of Act) (1997) 20 OSCB 1035.

March 26, 2007

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

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
PALADIN RESOURCES LTD (the "Filer")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation relating to take-over bids, including the provisions relating to delivery of an offer and take over bid circular and any notices of change or variation thereto, delivery of a directors' circular and any notices of change or variation thereto, minimum deposit periods and withdrawal rights, take-up of and payment for securities tendered to a take-over bid, disclosure, financing, restrictions upon purchases of securities, identical consideration and collateral benefits (the "Take-over Bid Requirements") shall not apply to the proposed offer by the Filer (the "Offer") to acquire all of the outstanding ordinary shares of Summit Resources Limited ("Summit") (the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* 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:

1. The Filer is a corporation incorporated under the laws of Australia on September 23, 1991. The Filer operates in the resource industry with a principal business of evaluating and developing uranium projects in Africa and Australia.

2. The Filer is listed on both the Australian Securities Exchange (the "ASX") and the Toronto Stock Exchange with subsidiary listings on the Munich Stock Exchange, Berlin-Bremen Stock Exchange, Stuttgart Stock Exchange and Frankfurt Stock Exchange.

3. The Filer's registered office and principal place of business is Grand Central, 1st Floor, 26 Railway Road, Subiaco, Western Australia 6008, Australia.

4. The Filer is a reporting issuer in Ontario.

5. Summit is a corporation originally incorporated under the laws of New Zealand in 1987. It transferred its domicile of incorporation to Western Australia on December 18, 2001 and is thus considered to be incorporated under the laws of Australia. Summit is a uranium, copper, gold and base metal exploration and mine development company with projects in Mount Isa metals province in northwest Queensland, Australia.

6. Summit's registered office and principal place of business is 15 Rheola Street, West Perth Western Australia 6005, Australia.

7. Summit is listed on the ASX and the New Zealand Stock Exchange. Summit is not a reporting issuer or the equivalent in any province or territory of Canada and its securities are not listed for trading on any Canadian stock exchange.

8. On February 27, 2007, the Filer announced its offer (the "Offer") to acquire all of the outstanding ordinary shares of Summit (the "Summit Shares") for consideration of 1 fully paid ordinary share of the Filer (a "Paladin Share") for every 2.04 fully paid Summit Shares.

9. According to documents provided by Summit to the ASX, as at February 27, 2007 there were 197,440,010 Summit Shares issued.

10. The Filer lodged its bidder's statement containing the terms and conditions of the Offer and prescribed disclosure (the "Offer Document") with the Australian Securities and Investments Commission (the "ASIC") on February 27, 2007. In accordance with Australian law, the Filer plans to mail the Offer Document to all holders of Summit Shares (the "Summit Shareholders") on Thursday, March 15, 2007 and Friday March 16, 2007, and the Offer will be expected to close (unless extended or withdrawn) at 5:00 p.m. (Perth time) on Monday, April 16, 2007.

11. The Offer is in accordance with applicable corporate and securities laws of Australia, which include the requirement that a bidder's statement be prepared by the Filer and lodged with the ASIC, and the requirement that the Filer send its bidder's statement and other materials relating to an offer to all Summit Shareholders, including those with registered addresses in the Jurisdictions.

12. Based on the list of registered Summit Shareholders received by the Filer, as at February 28, 2007 there are four (4) Summit Shareholders resident in Canada (out of approximately 5,600 Summit Shareholders worldwide), holding a total of 19,100 Summit Shares representing approximately 0.0095% of the outstanding Summit Shares. Based on the list of registered Summit Shareholders received by the Filer pursuant to applicable ASX rules, the following table sets out the provinces in which the Canadian Summit Shareholders reside:

Province	Number of Summit Shareholders	Number of Summit Shares Held	Approximate % of Outstanding Summit Shares
Ontario	3	14,100	0.007%
Alberta	1	5,000	0.0025%
TOTAL	**4**	**19,100**	**0.0095%**

13. If any material relating to the Offer is sent by the Filer or its exchange agent to Summit Shareholders in Australia or New Zealand, such material will also be sent to Summit Shareholders residing in the Jurisdictions to their addresses as shown on the list of registered Summit Shareholders, and will be filed concurrently with the Decision Maker in each Jurisdiction.

14. All of the holders of Summit Shares to whom the Offer is extended who are resident in Australia, New Zealand or the Jurisdictions will be treated equally and Summit Shareholders resident in the Jurisdictions will be entitled to participate in the Offer on the same terms and conditions as those extended to Summit Shareholders resident in Australia and New Zealand.

15. The de minimis exemption from the Take-over Bid Requirements is not available to the Filer since the bid is not being made in compliance with the laws of a jurisdiction that is recognized by the Decision Makers for the purposes of the de minimis exemption.

16. If the Offer is completed and the Filer acquires 90% or more of the Summit Shares, the Filer intends to compulsorily acquire the remaining outstanding Summit Shares pursuant to Australian corporate law.

Decision

17. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met.

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

(a) the Offer, and any amendments to the Offer, is made in compliance with applicable Australian laws, and

(b) all materials relating to the Offer and any amendments thereto, which are sent by or on behalf of the Filer to Summit Shareholders resident in Australia and New Zealand are concurrently sent to Summit Shareholders with registered addresses in the Jurisdictions and copies of those materials are filed concurrently with the Decision Maker in each Jurisdiction.

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

2.1.12 Stone 2006 Flow-Through Limited Partnership - MRRS Decision

Headnote

MRRS Decision – Exemption from the Annual Information Form filing - Annual Information Form disclosure may not be useful for flow-through share partnerships, because of their terms and structures – Flow-through share partnerships are closed-end, and do not offer their units on a continuous basis. There is no readily available secondary market. Lifespan of these partnerships are short ranging from 2-3 years – Part 9, National Instrument 81-106 – Investment Fund Continuous Disclosure (NI 81-106).

Applicable Legislative Provisions

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 9.2, 17.1.

March 30, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR AND NORTHWEST TERRITORIES
(the "Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND
IN THE MATTER OF
STONE 2006 FLOW-THROUGH LIMITED PARTNERSHIP
(the "Filer")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") exempting the Filer from the requirement in Section 9.2 of National Instrument 81-106 ("**NI 81-106**") to file an annual information form (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 Definitions 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:

1. The Filer is a limited partnership formed on November 28, 2005 pursuant to the provisions of the *Limited Partnerships Act* (Ontario). The head office of the Filer is located in Toronto, Ontario.

2. The primary investment objective of the Filer is to invest in flow-through shares ("**Flow-Through Shares**") of resource issuers ("**Resource Issuers**") engaged primarily in oil and gas and mineral exploration in Canada with a view to the preservation of capital and achieving capital appreciation of the Filer's investments.

3. The Filer was granted a decision document, dated January 31, 2006, by the OSC in its capacity as principal regulator under National Policy 43-201 Mutual Reliance Review System for Prospectuses and Annual Information Forms on behalf of itself and the other securities regulatory authority or regulator for each of the provinces of Canada and the Northwest Territories (collectively, the "**Applicable Jurisdictions**"), which decision document evidences the issue of final receipts for the Filer's final prospectus dated January 30, 2006 (the "**Prospectus**") relating to an offering of up to 2,000,000 limited partnership units (the "**Units**") at a price of $25.00 per unit. As a result of the issuance of prospectus receipts as described above, the Filer is a reporting issuer or the equivalent thereof in the Province of Ontario and each of the other Applicable Jurisdictions.

4. On February 23, 2006 and April 6, 2006, the Filer issued an aggregate of 906,297 and 367,372 Units, respectively under the Prospectus. No additional Units have been or may be issued by the Filer. The Units have not been and will not be listed or quoted for trading on any stock exchange or market. The Units are also not redeemable by the Limited Partners.

5. It is the current intention of the Filer, as described in the Prospectus, to transfer its assets (the "**Rollover Transaction**") to Stone & Co. Corporate Funds Limited, an open-ended mutual fund corporation incorporated under the laws of Canada, ("**SCCFL**"), on or about March 24, 2008 on a tax deferred, rollover basis in exchange for redeemable Stone & Co. Resource Plus Class shares (the "**Resource Plus Class Shares**") of SCCFL (the "**Stone Resource Fund**"). Within 60 days following the Rollover Transaction, the Resource Plus Class Shares that the Filer will receive in consideration for the transfer of the Filer's assets will be distributed to the Limited Partners together with any cash remaining in the Filer on a *pro rata* tax-deferred basis and the affairs of the Filer will be wound-up. In the event that it is not possible for the Filer to complete the Rollover Transaction, it is the current intention of the Filer to dissolve and distribute its net assets *pro rata* to its Limited Partners no later than July 31, 2008 or such later date as may be approved by the Limited Partners by extraordinary resolution.

6. Since its formation on November 28, 2005, the Filer's activities have been limited to (i) completing the issue of the Units under the Prospectus, (ii) investing its available funds in Flow-Through Shares of Resource Issuers and (iii) incurring expenses as described in the Prospectus.

7. Unless a material change takes place in the business and affairs of the Filer, the Limited Partners will obtain adequate financial information from the Filer's annual and interim financial statements and management report of fund performance thereon. The Prospectus, the financial statements and management report of fund performance provide sufficient information necessary for a Limited Partner to understand the Filer's business, its financial position and its future plans, including the Rollover Transaction. If a material change takes place in the business and affairs of the Filer, the Filer will ensure that a timely material change report is filed with the securities regulatory authority or regulator in each of the Jurisdictions.

8. In light of the limited range of business activities to be conducted by the Filer, the nature of the investment of the Limited Partners in the Filer and the fact that the Filer intends to dissolve within 60 days of the Rollover Transaction or in any event no later than July 31, 2008, unless extended by an extraordinary resolution of the Limited Partners, the requirement to file an annual information form may impose a material financial burden on the Filer without producing a corresponding benefit to the Limited Partners.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that this exemption shall terminate upon the occurrence of a material change in the affairs of the Filer unless the Filer satisfies the Decision Makers that the exemption should continue, which satisfaction shall be evidenced in writing.

"Leslie Byberg"
Manager, Investment Funds
Ontario Securities Commission

2.1.13 Great Lakes Carbon Income Fund and Rain Commodities (Canada) Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the formal valuation requirements pertaining to related party transactions and business combinations contained in Rule 61-501 – Insider Bids, Issuer Bids, Business Combination and Related Party Transactions - relief from Part XX of the Securities Act (Ontario) – purchase and sale of fund assets to related party and subsequent termination of fund constitute a related party transaction and business combination under OSC Rule 61-501 – exemption from formal valuation requirements not available – related party did not obtain any special information or degree of influence over the business and operations – purchase price negotiations at arms' length – exemptive relief from formal valuation requirements granted – purchase and sale of fund assets constitutes take-over bid – exemptions from take-over bid requirements not available for technical reasons – exemptive relief granted from take-over bid requirements.

Applicable Ontario Statutory Provisions

Securities Act,R.S.O. 1990, c.S.5, as am., ss. 104(2)(c), 93(1)(d) and s. 184 of the Regulations.
OSC Rule 61-501 – Insider Bids, Issuer Bids, Business Combination and Related Party Transactions.

February 23, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO AND QUEBEC

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
THE ACQUISITION OF THE TRUST ASSETS OF
GREAT LAKES CARBON INCOME FUND BY
RAIN COMMODITIES (CANADA) INC.

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of Ontario and Québec (the **Jurisdictions**) has received a joint application from Great Lakes Carbon Income Fund (the **GLC Fund**) and Rain Commodities (Canada) Inc. (**RC Canada**, collectively with the GLC Fund, the **Applicants**), in connection with the potential acquisition of the Trust Assets (the **Transaction**) of the GLC Fund by RC Canada, for a decision pursuant to

the securities legislation of the Jurisdictions (the **Legislation**) that:

1. the requirement of the Legislation for a formal valuation with respect to the purchase of the Trust Assets and the Transaction generally, be waived (the **Valuation Requested Relief**); and

2. in Ontario, relief be granted from the application of the formal take-over bid requirements in the Legislation, including the provisions relating to delivery of an offer and take-over bid circular and any notices of change or variation thereto, delivery of a directors' circular and any notices of change or variation thereto, minimum deposit periods and withdrawal rights, take-up of and payment for securities tendered to a take-over bid, disclosure, financing, restrictions upon purchases of securities, identical consideration and collateral benefits (collectively, the **Take-over Bid Requirements**).

(collectively, the **Requested Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications

a) the Ontario Securities Commission is the principal regulator, and

b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in the decision.

Representations

This decision is based upon the following representations by the Applicants:

1. The GLC Fund is an Ontario trust formed pursuant to a Declaration of Trust dated June 25, 2003, as amended and restated on July 28, 2003 and August 11, 2003, and as further amended on May 10, 2004 and March 13, 2006. The GLC Fund's registered office is located at Suite 3000, 79 Wellington Street West, Box 270, Toronto, Ontario, M5K 1N2.

2. The GLC Fund is, and has been for the last twelve months, a reporting issuer (or equivalent) under the securities laws of each of the provinces and territories in Canada, and is not on the list of reporting issuers in default in any of those jurisdictions.

3. The outstanding capital of the GLC Fund consists of 37,672,622 trust units (the **GLC Units**).

4. RC Canada and Rain Commodities (USA) Inc. (**RCUSA**) are subsidiaries of Rain Commodities Ltd. (**RCO**L, together with RC Canada and RCUSA, the **Rain Entities**). RCOL is an Indian public company. None of the Rain Entities are reporting issuers in Canada.

5. On March 2, 2006, RCUSA completed a transaction with American Industrial Partners (**AIP**) as a result of which RCUSA indirectly acquired 9,324,327 "stapled interests" and 1,029,974 additional "spinster" shares of Class B Common Stock of GLC Carbon USA Inc. (**GLC Carbon USA**), a subsidiary of the GLC Fund. AIP is a private equity investor that, prior to the initial public offering (the **IPO**) of the GLC Fund, held 95.2% of the equity interests of GLC Carbon USA. Following the IPO and subsequent secondary offering by the GLC Fund, AIP's remaining interest in GLC Carbon USA was represented by the stapled interests and spinster shares acquired by RCUSA in the above referenced transaction. AIP is at arm's length with each of the Rain Entities.

6. The stapled interests are exchangeable into GLC Units through a series of contractual exchange rights. None of the stapled interests have been exchanged to date by the Rain Entities, and none of the Rain Entities, or Rain/GLC Holdings, LLC, or any of their affiliates, currently, or have ever, directly or indirectly owned any GLC Units.

7. If RCUSA were to exchange all of the acquired stapled interests for GLC Units, RCUSA would acquire direct ownership of 9,324,327 GLC Units, representing approximately 19.84% of the outstanding units calculated on a partially diluted basis. The additional 1,029,974 spinster shares of Class B Common Stock of GLC Carbon USA are not exchangeable for GLC Units.

8. As a result of this transaction, the Rain Entities took the position that they inherited the rights of AIP/GLC Holdings, LLC under a securityholders agreement governing GLC Carbon USA, the GLC Fund and other affiliated entities. However, the GLC Fund and GLC Carbon USA did not accept that position. A number of discussions were held between the Rain Entities and the GLC Fund subsequent to the acquisition aimed at clarifying the Rain Entities' rights with respect to GLC Carbon USA, although no agreement was ever reached with the GLC Fund's trustees or the board of GLC Carbon USA regarding the Rain Entities' rights under that agreement. As well, while the Rain Entities did attempt to exercise certain of the rights relating to board nominations, RCUSA has never appointed or had elected one of their nominees to the board of GLC Carbon USA, nor has any management position with any such entity ever been held by any person associated with the Rain Entities.

9. Notwithstanding RCUSA's ownership of the securities specified in representation #3 above, the GLC Fund, GLC Carbon USA and their respective subsidiaries, on the one hand, and the Rain Entities, on the other hand, deal and have dealt with each other on an arm's length basis.

10. On March 8, 2006, the GLC Fund implemented a unitholder rights plan. On June 7, 2006, the unitholder rights plan, as amended on April 26, 2006, was approved by the GLC Fund's unitholders and such plan remains in effect as of February 12, 2007.

11. At the time of the initial acquisition of the interest in GLC Carbon USA, RCUSA also agreed with the vendor of AIP/GLC Holdings, LLC to purchase all of the unstapled shares of Class B Common Stock of GLC Carbon USA owned by certain individual shareholders (the **Shareholders**) of GLC Carbon USA at a price equal to US$4.77 per unstapled share, subject to conditions, including discussions aimed at clarifying the rights of the Rain Entities under the securityholders agreement. No shares were ever purchased by the Rain Entities from the Shareholders as the offer was made (at a price of US$4.77 per share) but expired unaccepted.

12. The GLC Fund currently owns all of the shares of Carbon Canada Inc., which in turn currently holds Class A Common Stock representing 73.56% of the outstanding shares of GLC Carbon USA. The balance of the outstanding shares of GLC Carbon USA are held as follows:

Existing Securityholders:	Class A Common Stock:	2.33%
	Class B Common Stock:	1.04%
Existing Lender:	Class A Common Stock:	2.84%
Rain/GLC Holdings, LLC:	Class B Common Stock:	20.23%
Total Equity		100.0%

13. On October 19, 2006, RCUSA and RCOL entered into a confidentiality and standstill agreement with the GLC Fund and GLC Carbon USA (the **NDA**), Pursuant to the NDA, RCUSA and RCOL were provided with non-public information regarding the GLC Fund, GLC Carbon USA and their respective subsidiaries. Aside from information provided pursuant to the NDA, none of the Rain Entities have, or have historically had, access to non-public information in respect of the GLC Fund.

14. The GLC Fund and GLC Carbon USA provided another party with due diligence access that was on substantially the same terms as the NDA.

15. RC Canada, RCUSA and the GLC Fund have entered into an agreement whereby RC Canada would acquire 100% of the Trust Assets of the GLC Fund (the **Proposed Transaction**). **Trust Assets** include the common shares of Carbon Canada Inc. and the 16% notes of Huron Carbon ULC held by the GLC Fund. Upon completion of the purchase and sale of the Trust Assets, the GLC Fund would terminate its existence and distribute its remaining assets, principally the cash received in the transaction, to its unitholders.

16. The parties have agreed on an effective price per unit that would be paid for the Trust Assets of C$11.60.

17. The purchase and sale of the Trust Assets, being a transaction between an issuer and a related party of that issuer, would be a "related party transaction" within the meaning of the Legislation.

18. The purchase and sale of the Trust Assets would need to be approved by not only two-thirds of the GLC Fund's unitholders that vote on the transaction at the special meeting of unitholders (required by the declaration of trust), but also by a majority of the minority shareholders (required by the Legislation), excluding the votes cast (if any) by the Rain Entities, their affiliates and the Shareholders. Given that these entities do not hold voting securities in the GLC Fund, the minority vote requirement will be satisfied if the necessary two-thirds majority is achieved at the meeting.

19. The Legislation also requires that a formal valuation be completed for a related party transaction. In the case of the purchase and sale of the Trust Assets, the subject matter of the formal valuation would be the Trust Assets themselves (being the non-cash assets involved in the related party transaction.)

20. As a holder of a GLC Unit may have their interest in that security terminated without their consent on the termination of the GLC Fund following the completion of the purchase and sale of the Trust Assets, the termination of the GLC Fund may also be considered a "business combination" or a "going private transaction", as applicable, for purposes of the Legislation.

21. There is no exemption available in the Legislation that would provide an exemption from the formal valuation requirement in these circumstances.

22. By order of the Ontario Securities Commission dated March 19, 2004, Carbon Canada Inc. was deemed a reporting issuer for purposes of the

Legislation in Ontario. As a result, the proposed purchase of the shares of Carbon Canada Inc. is a take-over bid within the meaning of Ontario Legislation for which no exemption is available.

23. The interest of the Rain Entities in GLC Carbon USA and its status as an "insider" has not resulted in the Rain Entities being provided with any special information or obtaining any degree of influence over the business and operations of GLC Carbon USA.

24. Except pursuant to the NDA, the Rain Entities have not gained any knowledge of, or influence over, the business or operations of the GLC Fund that would otherwise be within the possession of any other "insider".

25. Each of the trustees of the GLC Fund (i) are at arm's length with each of the Rain Entities; (ii) on February 4, 2007 approved the Proposed Transaction; and (iii) on February 4, 2007 approved the application by the GLC Fund for the Valuation Requested Relief.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation provides the Decision Maker with the jurisdiction to make the decision has been met.

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

"Naizam Kanji"
Manager
Ontario Securities Commission

The further decision of the Decision Maker in Ontario is that the Take-Over Bid Requested Relief is granted.

"Carol S. Perry"
Commissioner
Ontario Securities Commission

"David L. Knight"
Commissioner
Ontario Securities Commission

2.1.14 Colt Companies and Caravel Investments Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief from take-over bid and issuer bid requirements - offeree issuer has more than 50 shareholders for purposes of "private issuer" exemptions, but only three shareholders if shareholders who are currently or were formerly in the employment of the offeree issuer or its affiliates are excluded - Filer is not an affiliate of the offeree issuer - Filer cannot rely on the private issuer take-over bid and issuer bid exemptions.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., Part XX, ss. 95 to 100, 104(2)(c).

Citation: The Colt Companies et al, 2007 ABASC 78

February 20, 2007

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

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
THE COLT COMPANIES AND
CARAVEL INVESTMENTS LTD.

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from The Colt Companies (the **Filer**) for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the formal take-over bid requirements (the **Take-over Bid Requirements**) and issuer bid requirements (the **Issuer Bid Requirements**) contained in the Legislation shall not apply to trades made in connection with (i) the offer by the Filer (the **Colt Offer**) for the issued and outstanding Class "A" Common Voting Shares (the **Class A Shares**) of Caravel Investments Ltd. (**Caravel**) and (ii) an issuer bid by Caravel for its Class A Shares.

2. Under the Mutual Reliance Review System for Exemptive Relief Applications (the **MRRS**):

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

3. Terms defined in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

4. This decision is based on the following facts represented by the Filer and Caravel:

(a) The Filer is a general partnership formed under the laws of Alberta. The Filer is not a reporting issuer (or equivalent thereof) in any jurisdiction of Canada and its securities are not quoted or traded on any published market or stock exchange.

(b) A total of 33 corporations (the **HoldCos**) own a varying number of units of the Filer. Each HoldCo is owned indirectly by an individual who provides or has provided employment services to the Filer.

(c) Caravel is a corporation formed by amalgamation under the *Business Corporations Act* (Alberta) (the **ABCA**). Caravel's articles of amalgamation authorize it to issue up to 500,000 Class A Shares and 1,000 Class "B" Preferred Voting Non-Participating Shares (the **Non-Participating Shares**).

(d) Currently there are 278 shareholders holding 423,025 Class A Shares of Caravel. Of the 278 shareholders of Caravel, 277 of the Caravel shareholders hold 420,600 Class A Shares and are all persons who are resident in Alberta, British Columbia or Ontario and are current or former employees of or consultants to the Filer (the **Employee Shareholders**). An affiliate of the Filer currently owns 2,425 Class A Shares of Caravel. There

(e) are currently 2 outstanding Non-Participating Shares, which are held in trust by two nominees as trustees for and on behalf of the Filer.

(f) Caravel was established by the Filer as a special-purpose profit-sharing entity to provide an incentive and compensation structure for key employees of the Filer. Caravel is not a reporting issuer (or equivalent thereof) in any jurisdiction of Canada. Caravel's securities are held solely by the Filer and the Employee Shareholders and are not quoted or traded on any published market or exchange.

(g) Caravel does not carry on any other business or own any assets other than its contractual entitlements pursuant to a profit-sharing agreement between Caravel and the Filer.

(h) Each Employee Shareholder is party to a separate contractual agreement among the Filer, Caravel and the Employee Shareholder (the **Employee Shareholder Agreements**) providing terms of acquisition and ownership of Class A Shares. The Employee Shareholder Agreements include mechanisms for the repurchase or reallocation of Class A Shares in certain circumstances, including (i) upon an Employee Shareholder ceasing to be employed by the Filer, (ii) termination of employment of an Employee Shareholder with the Filer, or (iii) when an Employee Shareholder is invited to become a partner of the Filer.

(i) Pursuant to a master transaction agreement dated February 7, 2007 (the **Agreement**), the HoldCos have agreed to combine the operations of the Filer with WorleyParsons Limited (**WorleyParsons**), a company organized under the laws of Australia whose ordinary shares trade on the ASX Limited. As part of the proposed transaction between the Filer and WorleyParsons, the Filer proposes to undertake certain reorganization transactions, including the acquisition and subsequent transfer of Class A Shares of Caravel.

(j) The Colt Offer is being made pursuant to an offer document (the **Offer Document**) delivered to shareholders of Caravel on February 7, 2007. The Offer Document contains information with respect to (i) the Filer as the offeror; (ii) the proposed transaction involving the Filer and WorleyParsons; (iii) the consideration being offered for each Class A Share; (iv) reasons for the Colt Offer; (v) the Filer's intentions if the transaction is completed as contemplated in the Offer Document; (vi) the mechanics of accepting the Colt Offer;

(vii) conditions to the Colt Offer; (viii) the Meeting (as defined herein); (ix) the possible Caravel Repurchase (as defined herein); (x) the reasons for the possible Caravel Repurchase; and (xi) other material information. The Colt Offer is open for acceptance for a period of 10 business days.

(k) Caravel has called a special meeting of Caravel shareholders (the **Meeting**) to be held on March 1, 2007 to obtain the Caravel shareholders' approval, pursuant to the Employee Shareholder Agreements, of the Colt Offer.

(l) In the event that the Filer acquires more than 90% of the Class A Shares under the Colt Offer, it intends to utilize the compulsory rights of acquisition in the ABCA and acquire the balance of the Class A Shares of Caravel. This intention has been disclosed in both the Offer Document and the proxy materials delivered in connection with the Meeting. In the event that the Filer acquires less than 90% of the Class A Shares under the Colt Offer, it may waive the 90% condition in the Colt Offer, take up and pay for the Class A Shares tendered to the Colt Offer, and thereafter direct Caravel to repurchase the balance of the outstanding Class A Shares (the **Caravel Repurchase**). The Filer estimates that the current repurchase price under the Employee Shareholder Agreements is significantly less than the cash consideration under the Colt Offer, but the Filer will, as described in the Offer Document, pay Caravel an amount sufficient to enable it to effect the Caravel Repurchase at a price equivalent to the Colt Offer price.

(m) As a result of the provisions dealing with "affiliated" companies and "controlled" companies in the Legislation, the "private issuer" exemption from the Take-over Bid Requirements and the Issuer Bid Requirements contained in the Legislation is not available.

(n) If the Filer were an "affiliate" of Caravel, holders of Class A Shares who are current or former employees of the Filer would not have to be counted for the purposes of the 50 shareholder maximum contained in the "private issuer" exemption set forth in the Legislation and, consequently, there would be an aggregate of 3 (33 if consultants are distinguished from employees) shareholders of Caravel excluding those shareholders currently or formerly in the employment of Caravel or its "affiliates" (the Filer).

(o) Given that (i) Caravel is not a reporting issuer (or equivalent thereof) in any jurisdiction of Canada and (ii) there is no published market in respect of the Class A Shares, if Caravel and the Filer were treated as "affiliates" for the purposes of the Legislation there would be less that 50 shareholders of Caravel, exclusive of those currently or formerly in the employment of Caravel or an affiliate thereof, and therefore both the Colt Offer and the Caravel Repurchase, if effected by Caravel, would be exempt from the Take-over Bid Requirements and the Issuer Bid Requirements on a similar basis to the “private issuer” exemptions in the Legislation.

Decision

5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

6. The decision of the Decision Makers under the Legislation is that:

   (a) the Colt Offer is exempt from the Take-over Bid Requirements; and

   (b) the Caravel Repurchase is exempt from the Take-over Bid Requirements and the Issuer Bid Requirements.

“William S. Rice”
Chair
Alberta Securities Commission

“Stephen R. Murison”
Vice-Chair
Alberta Securities Commission

2.2 Orders

2.2.1 Robert Patrick Zuk et al.

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

AND

ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
AND MATTHEW NOAH COLEMAN

ORDER

WHEREAS on March 11, 2005, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Visa Gold Explorations Inc.;

AND WHEREAS on March 11, 2005, Staff of the Commission filed a Statement of Allegations;

AND WHEREAS on September 25, 2006, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS on March 14, 2007, Staff of the Commission filed an Amended Amended Statement of Allegations dated March 7, 2007;

AND WHEREAS on March 26, 2007, Staff of the Commission filed an Amended Amended Amended Statement of Allegations;

AND WHEREAS Ivan Djordjevic entered into a settlement agreement dated March 27, 2007 (the "Settlement Agreement") in relation to the matters set out in the Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated March 27, 2007 setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS the Commission has reviewed the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and has considered submissions from Ivan Djordjevic and from Staff of the Commission;

AND WHEREAS Ivan Djordjevic acknowledges that but for the fact that his personal financial circumstances are such that he is unable to pay costs or to disgorge amounts that he earned in respect of Visa Gold trading, he would be subject to orders for disgorgement and costs;

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

IT IS HEREBY ORDERED, PURSUANT TO SECTION 127 OF THE ACT, THAT:

(a) the Settlement Agreement is hereby approved;

(b) that the Respondent's registration will be terminated on the date of the Order and the Respondent undertakes not to reapply for registration for a period of 5 years from the date of the Order;

(c) subject to paragraph (d) below, for a period of 2 years from the date of the Order approving the Settlement Agreement, the Respondent will be restricted to trading in securities in one RRSP account and one non-RRSP account wholly beneficially owned by the Respondent and held at a single full service registered dealer (which accounts the Respondent will identify in writing to the Director of Enforcement of the Ontario Securities Commission), if the securities:

1. are debt instruments that cannot be converted (directly or indirectly) into shares;

2. are listed on NASDAQ, New York Stock Exchange, Amex, Toronto Stock Exchange, TSX Venture Exchange, London Stock Exchange (excluding AIM) or the Frankfurt Stock Exchange (Prime Standard);

3. are not exempt securities for purposes of the Ontario Securities Act, save and except for securities referred to in clauses 1 and 10 of subsection 35(2) of the Ontario Securities Act; or

4. are securities in which the Respondent does not hold more than one (1) percent of the outstanding securities of the class or series of the class in question;

(d) the Respondent may dispose of shares held in an account at Questrade, which has been disclosed to Staff of the Commission, within 45 days from the date of this order, which trades may otherwise contravene paragraph (c) above; and

(e) subject to paragraph (c) above, that any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years from the date of the Order.

Dated at Toronto, Ontario this 28th day of March, 2007

"Suresh Thakrar"

"Carol Perry"

"James Turner"

2.2.2 Aurion Capital Management Inc. and Aurion Investment Funds

Headnote

Mutual funds in Ontario (non-reporting issuers) granted an exemption from preparing interim financial statements and an extension of the annual financial statement filing deadline as only held by private pension plan.

Statutes Cited

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 2.2, 2.3, 5.1(2).

March 29, 2007

IN THE MATTER OF
NATIONAL INSTRUMENT 81-106
INVESTMENT FUNDS CONTINUOUS DISCLOSURE
(NI 81-106)

AND

IN THE MATTER OF
AURION CAPITAL MANAGEMENT INC.
(the Applicant)

AND

IN THE MATTER OF
AURION INVESTMENT FUNDS

ORDER

Background

The Ontario Securities Commission received an application from the Applicant for a decision pursuant to section 17.1 of NI 81-106 exempting the Aurion Investment Funds, which currently consist of the funds set out in Schedule A, and such other funds as the Applicant may create in the future (individually a Fund and collectively the Funds), from:

(a) the requirements in section 2.2 and subsection 5.1(2) of NI 81-106 that the Funds file and deliver their audited annual financial statements on or before the 90th day after their most recently completed financial year (the Annual Financial Statement Deadline); and

(b) the requirements in section 2.3 and subsection 5.1(2) of NI 81-106 that the Funds file and deliver interim financial statements (the Interim Financial Statement Requirement).

Representations

This Order is based on the following facts represented by the Applicant:

1. The Applicant is a corporation incorporated under the laws of Canada and is registered as an

advisor in Ontario and in certain other provinces. The Applicant is also registered as a limited mutual dealer in Ontario.

2. Each Fund is and will be governed by a general trust agreement made as of June 30, 2006 (the GTA) and a regulation specific to that Fund in accordance with the laws of Ontario. Pursuant to the GTA, units of Funds may only be purchased by the Shell Canada Pension Trust, the Shell Savings Fund and/or any other pension plan established by Shell Canada Limited in the future (the Shell Canada Pension Plans).

3. Historically, the Applicant managed various accounts for the Shell Canada Pension Plans, each with a different mandate. For corporate governance reasons, the Funds were created to manage the assets of the Shell Canada Pension Plans.

4. Each Fund is a "mutual fund in the jurisdiction" (as such term is defined in NI 81-106) as each Fund is governed by the laws of Ontario. The Funds are not reporting issuers.

5. The fiscal year end of each Fund is and will be December 31st of each year. In accordance with section 2.2 of NI 81-106, the Funds must prepare audited financial statements within 90 days. However, the Shell Canada Pension Plans, which are regulated by the Alberta Superintendent of Financial Institutions, do not have to file their audited financial statements, which would incorporate the audited financial statements of the Funds, until June 30 of each year.

6. In accordance with section 2.3, the Funds must prepare unaudited interim financial statements within 60 days of the end of their most recent interim period. However, the Shell Canada Pension Plans do not require unaudited interim financial statements.

Order

The Director is satisfied that it would not be prejudicial to the public interest to grant the requested relief and orders that the Funds are exempt from the Annual Financial Statement Deadline and the Interim Financial Statement Requirement provided that:

(a) the audited annual financial statements are filed and delivered to the Funds' unitholders within 180 days of the Funds' financial year end;

(b) the only investors in the Funds are the Shell Canada Pension Plans; and

(c) the Shell Canada Pension Plans consent to the requested relief.

Nothing in this Order precludes the Funds from relying on the exemption contained in section 2.11 of NI 81-106 provided the Funds' audited annual financial statements are delivered to unitholders within the time period specified above.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

SCHEDULE A

1. Aurion APP Bond Fund
2. Aurion APP Canadian Balanced Fund
3. Aurion APP Equity Fund
4. Aurion Balanced Savings Fund
5. Aurion Canadian Bond Fund
6. Aurion Canadian Equity Fund
7. Aurion Canadian Short Term Investment Fund
8. Aurion DC Canadian Bond Fund
9. Aurion DC Canadian Equity Fund
10. Aurion DC Canadian Short Term Investment Fund
11. Aurion DC Plan Canadian Balanced Fund
12. Aurion International Daily Equity Fund
13. Aurion US Short Term Investment Fund

2.2.3 King Street Capital Management, L.L.C. - s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Renewal of previous order (granted April 2, 2004) providing an exemption from the adviser registration requirements of subsection 22(1)(b) of the CFA in respect of acting as an adviser to certain mutual funds, non-redeemable investment funds and similar investment vehicles primarily offered outside of Canada in respect of trades in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada, subject to certain terms and conditions.

Fees waived as application only required because amendments to or a rule under the CFA that would have a similar effect as section 7.10 of Rule 35-502 – Non Resident Advisers have not yet been adopted.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 22(1)(b), 80.
Securities Act, R.S.O. 1990, c. S.5, as am. – Rule 35-502 – Non Resident Advisers.

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

AND

IN THE MATTER OF
KING STREET CAPITAL MANAGEMENT, L.L.C.

ORDER
(Section 80 of the CFA)

UPON the application (the **Application**) of King Street Capital Management, L.L.C. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 80 of the CFA, renewing the exemption order granted by the Commission on April 2, 2004, that the Applicant (including its directors, partners, officers and employees), be exempt, for a period of three years, from the requirements of paragraph 22(1)(b) of the CFA in respect of acting as an adviser to certain non-Canadian mutual funds, non-redeemable investment funds and similar investment vehicles (the **Funds**, as defined below) primarily offered outside of Canada in respect of trades in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a limited liability company organized under the laws of the state of Delaware.

2. The Applicant is not registered in any capacity under the CFA or the *Securities Act* (Ontario) (the **OSA**).

3. The Applicant acts as an adviser to King Street Capital, Ltd. (the **Existing Fund**). The Applicant may in the future establish or advise certain other non-Canadian mutual funds, non-redeemable investment funds or similar investment vehicles (collectively, together with the Existing Fund, the **Funds**).

4. The Funds advised by the Applicant are or will be established outside of Canada. Securities of the Funds are or will be primarily offered outside of Canada to institutional investors and high net worth individuals. Securities of the Funds are or will be offered to certain Ontario residents who are, at the time of their investment, institutional investors or high net worth individuals that qualify as an "accredited investor" under National Instrument 45-106 – *Prospectus and Registration Exemptions*, and will only be distributed in Ontario through one or more registrants under the OSA, in reliance upon an exemption from the prospectus requirements of the OSA and upon an exemption from the adviser registration requirement of the OSA under section 7.10 (Privately Placed Funds Offered Primarily Abroad) of OSC Rule 35-502 – *Non Resident Advisers* (**Rule 35-502**).

5. The Funds may, as a part of their investment program, invest in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada.

6. The Applicant is, or in the future may be, an investment adviser for the Funds. As the investment adviser for the Funds, the Applicant is or will be responsible for, in addition to other things, providing certain administrative services, investment advice and other investment management services to the Funds and arranging for the execution of the Funds' securities transactions.

7. 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 partner or an officer of a registered adviser and is acting on behalf of a registered adviser. Under the CFA, "adviser" means a person or company engaging in or holding himself, herself or itself out as engaging in the business of advising others as to trading in "contracts", and "contracts" means commodity futures contracts and commodity futures options.

8. By acting as an adviser to the Funds directly on investing in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada, the Applicant will be providing advice to Ontario investors with respect to commodity futures contracts and commodity futures options and, in the absence of being granted the requested relief, would be required to register as advisers under the CFA.

9. There is presently no rule under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA for a person or company acting as an adviser in respect of commodity futures options and commodity futures contracts that is similar to the exemption from the adviser registration requirement in section 25(1)(c) of the OSA for acting as an adviser (as defined in the OSA) in respect of securities that is provided under section 7.10 of Rule 35-502.

10. As would be required under section 7.10 of Rule 35-502, securities of the Funds are, or will be:

    (a) primarily offered outside of Canada;

    (b) only distributed in Ontario through one or more registrants under the OSA; and

    (c) distributed in Ontario in reliance upon an exemption from the prospectus requirements of the OSA.

11. The Applicant, where required, is or will be appropriately registered or licensed or is, or will be, entitled to rely on appropriate exemptions from such registrations or licences to provide advice to the Funds pursuant to the applicable legislation of its principal jurisdiction. In particular, the Applicant is not currently registered, and is not required to be registered, with the U.S. Securities and Exchange Commission (the **SEC**), the U.S. Commodity Futures Trading Commission (the **CFTC**), the National Futures Association (the **NFA**) or under any applicable legislation of its principal jurisdiction.

12. All of the Funds issue securities which are offered primarily abroad. None of the Funds has any intention of becoming a reporting issuer in Ontario or in any other Canadian jurisdiction.

13. Prior to purchasing any securities in one or more of the Funds, all investors in the Funds who are Ontario residents will receive disclosure that includes:

(i) a statement that there may be difficulty in enforcing any legal rights against the relevant Fund or the Applicant (or the individual representatives of the Applicant) advising the relevant Fund, because such entity is resident outside of Canada and all or substantially all of its assets are situated outside of Canada; and

(ii) a statement that the Applicant advising the relevant Fund is not, or will not be, registered with or licensed by any regulatory authority in Canada and, accordingly, the protections available to clients of a registered adviser under the OSA and the CFA will not be available to purchasers of securities of the relevant Fund.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested on the basis of the terms and conditions proposed;

IT IS ORDERED pursuant to section 80 of the CFA that the Applicant is exempted from the requirements of paragraph 22(1)(b) of the CFA in respect of acting as an adviser in connection with any one or more of the Funds, for a further period of three years, provided that at the relevant time that such activities are engaged in:

(a) the Applicant, where required, is registered or licensed, or is entitled to rely on appropriate exemptions from such registrations or licences, to provide advice to the relevant Fund pursuant to the applicable legislation of its principal jurisdiction;

(b) the Funds invest in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada;

(c) securities of the Funds are:

(i) primarily offered outside of Canada,

(ii) only distributed in Ontario through one or more registrants under the OSA; and

(iii) distributed in Ontario, in reliance on an exemption from the prospectus requirements of the OSA and upon an exemption from the adviser registration requirement of the OSA under Section 7.10 of Rule 35-502; and

(d) prior to purchasing any securities in one or more of the Funds, all investors in the Funds who are Ontario residents received disclosure that includes:

(i) a statement that there may be difficulty in enforcing any legal rights against the relevant Fund or the Applicant (or the individual representatives of the Applicant) advising the relevant Fund, because such entity is resident outside of Canada and all or substantially all of its assets are situated outside of Canada; and

(ii) a statement that the Applicant advising the relevant Fund is not, or will not be, registered with or licensed by any regulatory authority in Canada and, accordingly, the protections available to clients of a registered adviser under the OSA and the CFA will not be available to purchasers of securities of the relevant Fund.

March 30, 2007

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

"David L. Knight"
Commissioner
Ontario Securities Commission

2.2.4 Morgan Stanley Alternative Investment Partners LP et al. - ss. 80, 3.1(1) of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Renewal of previous order (granted March 23, 2004) providing an exemption from the adviser registration requirements of subsection 22(1)(b) of the CFA in respect of acting as an adviser to certain mutual funds, non-redeemable investment funds and similar investment vehicles primarily offered outside of Canada in respect of trades in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada, subject to certain terms and conditions.

Subsection 3.1(1) of the Commodity Futures Act (Ontario) – Assignment by the Commission to the Director of the powers and duties vested in the Commission under subsection 78(1) of the CFA to allow the Director to vary the present order by specifically naming an affiliate as an applicant to the order.

Fees waived as application only required because amendments to or a rule under the CFA that would have a similar effect as section 7.10 of Rule 35-502 – Non Resident Advisers have not yet been adopted.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 3.1(1), 22(1)(b), 78,80.
Securities Act, R.S.O. 1990, c. S.5, as am. – Rule 35-502 – Non Resident Advisers.

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

AND

IN THE MATTER OF
MORGAN STANLEY ALTERNATIVE
INVESTMENT PARTNERS LP,
MORGAN STANLEY AIP GP LP,
MORGAN STANLEY AIP (CAYMAN) LTD. AND
MORGAN STANLEY AIP (CAYMAN) GP LTD.

ORDER
(Section 80 and Subsection 3.1(1) of the CFA)

UPON the application (the **Application**) of Morgan Stanley Alternative Investment Partners LP (**MSLP**), Morgan Stanley AIP GP LP (**MSGP**), Morgan Stanley AIP (Cayman) Ltd. (formerly known as MSDW AIP (Cayman) Ltd.) (**MS Cayman**) and Morgan Stanley AIP (Cayman) GP Ltd. (**MS Cayman GP**) (together, the **MS Entities**) and on behalf of certain affiliates of, or entities organized by the MS Entities that provide notice to the Director as referred to below (the **Affiliates**, and together with the MS Entities, the **Applicants**) to the Ontario Securities Commission (the **Commission**) for:

(a) an order, pursuant to section 80 of the CFA, renewing the exemption order granted by the Commission on March 23, 2004, that each of the Applicants (including their respective directors, partners, officers, and employees), be exempt, for a period of three years, from the requirements of paragraph 22(1)(b) of the CFA in respect of acting as an adviser to certain mutual funds, non-redeemable investment funds and similar investment vehicles (the **Funds**, as defined below) primarily offered outside of Canada in respect of trades in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada; and

(b) an assignment by the Commission to each Director, acting individually, pursuant to subsection 3.1(1) of the CFA, of the powers and duties vested in the Commission under subsection 78(1) of the CFA, to vary this Order by specifically naming any Affiliate of the MS Entities as an Applicant to this Order in the circumstances described below;

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

AND UPON the Applicants having represented to the Commission that:

1. Each of the Applicants is organized under the laws of a jurisdiction other than Canada or the provinces or territories thereof. MSLP and MSGP are each limited partnerships organized under the laws of the state of Delaware. MS Cayman and MS Cayman GP are each exempted companies organized under the laws of the Cayman Islands.

2. Any Affiliate, whose name does not specifically appear in this Order, who wishes to rely on the exemption granted under this Order must execute and file with the Commission (Attention: Manager, Registrant Regulation) two copies of a notice (the **Notice**, in the form of Part A to the attached Schedule A), applying to the Director to vary this Order to specifically name the Affiliate as an Applicant to this Order. The Notice must be filed with the Commission at least ten (10) days prior to the date that such Affiliate wishes to begin relying on this Order.

3. If, in the Director's opinion, it would not be prejudicial to the public interest, within ten (10) days after receiving the Notice, the Director will provide the Affiliate with a written acknowledgment and consent (the **Director's Consent**, in the form of Part B to the attached Schedule A). The Director's Consent will allow the Affiliate to rely on the exemption granted in this Order by varying the Order to specifically name the Affiliate as an Applicant to this Order. The Affiliate may not rely on this Order until it has received the Director's Consent.

4. If, after reviewing the Notice, the Director provides a written notice of objection (the **Objection Notice**) to the Affiliate, the Affiliate will not be permitted to rely on the exemption granted under this Order. However, the Affiliate may, by notice in writing sent by registered mail to the Secretary of the Commission within 30 days after receiving the Objection Notice, request and be entitled to a hearing and review of such decision by the Commission.

5. Subsection 78(1) of the CFA provides that the Commission may, on the application of a person or company affected by the decision, make an order revoking or varying a decision of the Commission if, in the Commission's opinion, the order would not be prejudicial to the public interest. Further, subsection 3.1(1) of the CFA provides that a quorum of the Commission may assign any of its powers and duties under the CFA (except powers and duties under section 4 and Part IV) to the Director.

6. None of the Applicants are or will be registered in any capacity under the CFA or the *Securities Act* (Ontario) (the **OSA**).

7. MS Cayman and MS Cayman GP serve as general partners of certain offshore feeder funds (the **Feeder Funds**) that are established outside of North America. MS Cayman and MS Cayman GP manage the Feeder Funds and cause the assets of the Feeder Funds to be invested primarily in funds established in the United States (**U.S. Funds**). The Applicants may in the future establish or advise certain other mutual funds, non-redeemable investment funds or similar investment vehicles (collectively, together with the Feeder Funds and the U.S. Funds, the **Funds**).

8. All of the Funds are or will be "fund of funds" which will primarily invest in certain investment vehicles unaffiliated with the Applicants and which are, or will be, primarily established outside of Canada (the **Underlying Funds**). The Feeder Funds invest in the Underlying Funds indirectly by investing directly in the U.S. Funds that invest directly in the Underlying Funds.

9. Certain of the Underlying Funds may invest in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada. Certain of the Funds advised by the Applicants may also invest directly in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada..

10. The Underlying Funds in which the Funds will from time to time invest are, or will be, managed by certain third party managers primarily outside of Canada (the **Managers**) and are investing, or will invest, in investments selected by the Managers which may include commodity futures contracts and commodity futures options. The Managers are unaffiliated with the Applicants and do not, and will not in the future, provide advice directly to the Funds.

11. One or more of the Applicants will select the Underlying Funds in which the Funds will invest based on the investment strategies implemented by the Manager of the relevant Underlying Fund and the respective investment objectives and policies of the Fund that will invest in the Underlying Fund. The investment strategies implemented by the Managers may include investing in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada.

12. The Funds advised by the Applicants are and will be established outside of Canada. Securities of the Funds are and will be primarily offered outside of Canada to institutional investors and high net worth individuals. Securities of the Funds will be offered to a small number of Ontario residents who will be, at the time of their investment, institutional investors or high net worth individuals that qualify as "accredited investors" under National Instrument 45-106 – *Prospectus and Registration Exemptions*.

13. 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 partner or an officer of a registered adviser and is acting on behalf of a registered adviser. Under the CFA, "adviser" means a person or company engaging in or holding himself, herself or itself out as engaging in the business of advising others as to trading in "contracts", and "contracts" means commodity futures contracts and commodity futures options.

14. By selecting an Underlying Fund based upon the Underlying Fund's investment strategy, where such strategy may specifically involve investing in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada, and by advising the Funds directly on investing in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada., the Applicants will be providing advice to Ontario investors with respect to commodity futures contracts and commodity futures options and, in the absence of being granted the requested relief, would be required to register as advisers under the CFA.

15. There is presently no rule under the CFA that provides an exemption from the adviser registration requirement in paragraph 22(1)(b) of the CFA for a person or company acting as an adviser in respect of commodity futures options and commodity futures contracts that is similar to the exemption from the adviser registration requirement in section 25(1)(c) of the OSA for acting as an adviser (as defined in the OSA) in respect of securities that is provided under section 7.10 (Privately Placed Funds Offered Primarily Abroad) of OSC Rule 35-502 – *Non Resident Advisers* (**Rule 35-502**).

16. As would be required under section 7.10 of Rule 35-502, securities of the Funds are, or will be:

    (a) primarily offered outside of Canada;

    (b) only distributed in Ontario through one or more registrants under the OSA; and

    (c) distributed in Ontario in reliance upon an exemption from the prospectus requirements of the OSA.

17. Each of the Applicants, where required, is or will be appropriately registered or licensed or is, or will be, entitled to rely on appropriate exemptions from such registrations or licences to provide advice to the Funds pursuant to the applicable legislation of its principal jurisdiction. In particular:

    (i) MSLP is a registered investment adviser with the U.S. Securities and Exchange Commission (the **SEC**), a registered commodity pool operator with the U.S. Commodity Futures Trading Commission (the **CFTC**), and a member of the National Futures Association (the **NFA**);

    (ii) MSGP is a registered investment adviser with the SEC, a registered commodity trading advisor with the U.S. National Futures Association, a registered commodity pool operator with the CFTC and a member of the NFA;

    (iii) MS Cayman is not required to be, and accordingly is not, currently registered as an investment adviser with the SEC but is a registered commodity pool operator with the CFTC; and

    (iv) MS Cayman GP is not required to be, and accordingly is not, currently registered as an investment adviser with the SEC but is a registered commodity pool operator with the CFTC and a member of the NFA.

18. All of the Funds issue securities which are offered primarily abroad. None of the Funds has any intention of becoming a reporting issuer in Ontario or in any other Canadian jurisdiction.

19. Prior to purchasing any securities in one or more of the Funds, all investors in the Funds who are Ontario residents will receive disclosure that includes:

    (i) a statement that there may be difficulty in enforcing any legal rights against the relevant Fund or any of the Applicants (or the individual representatives of the Applicants) advising the relevant Fund, because such entities are resident outside of Canada and all or substantially all of their assets are situated outside of Canada; and

    (ii) a statement that the relevant Applicant advising the relevant Fund is not, or will not be, registered with or licensed by any regulatory authority in Canada and, accordingly, the protections available to clients of a registered adviser under the CFA will not be available to purchasers of securities of the relevant Fund.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested on the basis of the terms and conditions proposed;

IT IS ORDERED pursuant to section 80 of the CFA that each of the Applicants are exempted from the requirements of paragraph 22(1)(b) of the CFA in respect of acting as an adviser in connection with any one or more of the Funds, for a period of three years, provided that at the relevant time that such activities are engaged in:

(a) each Applicant, where required, is registered or licensed, or is entitled to rely on appropriate exemptions from such registrations or licences, to provide advice to the relevant Fund pursuant to the applicable legislation of its principal jurisdiction;

(b) the Funds invest in commodity futures contracts and commodity futures options primarily traded on commodity futures exchanges outside Canada and primarily cleared through clearing corporations outside Canada;

(c) securities of the Funds are:

  (i) primarily offered outside of Canada,

  (ii) only distributed in Ontario through one or more registrants under the OSA; and

  (iii) distributed in Ontario, in reliance on an exemption from the prospectus requirements of the OSA and upon an exemption from the adviser registration requirement of the OSA under Section 7.10 of Rule 35-502;

(d) prior to purchasing any securities in one or more of the Funds, all investors in the Funds who are Ontario residents received disclosure that includes:

  (i) a statement that there may be difficulty in enforcing any legal rights against the relevant Fund or any of the Applicants (or the individual representatives of the Applicants) advising the relevant Fund, because such entities are resident outside of Canada and all or substantially all of their assets are situated outside of Canada; and

  (ii) a statement that the relevant Applicant advising the relevant Fund is not, or will not be, registered with or licensed by any regulatory authority in Canada and, accordingly, the protections available to clients of a registered adviser under the CFA will not be available to purchasers of securities of the relevant Fund; and

(e) each Applicant either:

  (i) is specifically named in this Order; or

  (ii) has filed with the Commission the Notice and received the Director's Consent.

AND IT IS FURTHER ORDERED pursuant to subsection 3.1(1) of the CFA that the Commission assigns to each Director, acting individually, the powers and duties vested in the Commission under subsection 78(1) of the CFA, to vary this Order by specifically naming any Affiliate of the MS Entities as an Applicant to this Order (as described in paragraphs 2, 3 and 4 above) by providing such Affiliate with the Director's Consent, provided that, the Affiliate may, by notice in writing sent by registered mail to the Secretary of the Commission within 30 days after receiving the Objection Notice, request and be entitled to a hearing and review of such decision by the Commission.

March 23, 2007

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

Schedule A

To: Manager, Registrant Regulation
Ontario Securities Commission

From: _____ (the Affiliate)

Re: In the Matter of Morgan Stanley Alternative Investment Partners LP, Morgan Stanley AIP GP LP, Morgan Stanley AIP (Cayman) Ltd. and Morgan Stanley AIP (Cayman) GP Ltd. (the **Named Applicants**)

OSC File No.: 2007/0153

Part A: Notice to the Ontario Securities Commission (the Commission)

The undersigned, being an authorized representative of the Affiliate, hereby represents to the Commission that:

(a) on March ___, 2007, the Commission issued the attached order (the **Order**), pursuant to section 80 of the *Commodity Futures Act* (Ontario) (the **CFA**), that each of the Applicants (as defined in the Order) is exempt from the requirements of paragraph 22(1)(b) of the CFA in respect of acting as an adviser in connection with any one or more of the Funds (as defined in the Order), for a period of three years;

(b) the Affiliate, is an affiliate of, or entity organized by one of the Named Applicants;

(c) the Affiliate, whose name does not specifically appear in the Order, wishes to rely on the exemption granted under the Order and hereby applies to the Director, under section 78 of the CFA, to vary the Order to specifically name the Affiliate as an Applicant to the Order;

(d) the Affiliate has attached a copy of the Order to this Notice;

(e) the Affiliate confirms the truth and accuracy of all the information set out in the Order;

(f) this Notice has been executed and filed with the Commissioner at least ten (10) days prior to the date on which the Affiliate wishes to begin relying on the Order; and

(g) the Affiliate has not, and will not, rely on this Order until it has received a written acknowledgment and consent from the Director as provided in Part B herein.

Dated this ____ day of _____, 20___.

_____
By: Name:
Title:

Part B: Acknowledgment and Consent by Director

I acknowledge receipt of your Notice, dated _____ ____, 20__, providing the Commission with notice, as described in the Order, that the Affiliate, whose name does not specifically appear in the Order, wishes to rely on the exemption granted under the Order and has applied to vary the Order to specifically name the Affiliate as an Applicant to the Order.

Based on the representations contained in the Order and in your Notice, I do not consider it prejudicial to the public interest to permit the Affiliate to vary the Order to specifically name the Affiliate as an Applicant to the Order.

Dated this ____ day of _____, 20___.

_____
Name:
Title:
Ontario Securities Commission

2.2.5 Norshield Asset Management (Canada) Ltd. et al.

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

AND

**IN THE MATTER OF
NORSHIELD ASSET MANAGEMENT
(CANADA) LTD.,
OLYMPUS UNITED GROUP INC.,
JOHN XANTHOUDAKIS,
DALE SMITH AND PETER KEFALAS**

ORDER

WHEREAS on October 11, 2006, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and Statement of Allegations with respect to this matter (the "Proceeding");

AND WHEREAS the first appearance before the Commission with respect to this matter was held on October 20, 2006 at which Staff of the Commission ("Staff") and counsel for the individual Respondents were in attendance and provided the Commission with a status report as to the Proceeding;

AND WHEREAS the second appearance with respect to this matter was held before the Commission on January 15, 2007 at which Staff of the Commission and counsel for the individual Respondents were in attendance and provided the Commission with a status report as to the Proceeding;

AND WHEREAS on January 15, 2007 Staff and counsel for all of the Respondents were ordered to attend before the Commission on April 4, 2007 at 9:00 a.m. to provide a further status report to the Commission;

AND WHEREAS the Receiver, RSM Richter Inc. ("Richter"), issued a sixth report (the "Sixth Report") on March 6, 2007 which was approved by Mr. Justice Campbell of the Ontario Superior Court (Commercial List) on March 7, 2007;

AND WHEREAS the Sixth Report contained significant new information as to the flow of funds through the investment structure and the use of investor funds, both of which are at issue in the Proceeding;

AND WHEREAS Staff are in the process of obtaining and reviewing documents underlying the analysis contained in the Sixth Report from Richter for the purposes of subsequent disclosure in the Proceeding, as appropriate;

AND WHEREAS the individual Respondents will require time to review any documents disclosed by Staff in relation to the Sixth Report;

AND WHEREAS Staff and counsel for the individual Respondents will endeavour to complete the process of disclosure and a review of documents in relation to the Sixth Report referred to herein in advance of July 5, 2007;

AND WHEREAS, by Authorization Order dated March 7, 2007, pursuant to subsection 3.5(3) of the *Securities Act*, each of W. David Wilson, James E.A. Turner, Robert L. Shirriff, Harold P. Hands, Paul K. Bates and David L. Knight, acting alone, is authorized to exercise, subject to subsection 3.5(4) of the Act, the powers of the Commission to grant adjournments and set days for hearings, to hear and determine procedural matters, and to make and give any orders, directions, appointments, applications and consents under sections 5, 11, 12, 17, 19, 20, 122, 126, 127, 128, 129, 144, 146 and 152 of the Act that the Commission is authorized to make and give, except the power to conduct contested hearings on the merits;

AND WHEREAS Staff and counsel for all of the Respondents consent to the making of this Order;

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

IT IS HEREBY ORDERED that the next appearance with respect to this matter shall take place on July 5, 2007 at 11:30 a.m. at the offices of the Commission.

DATED at Toronto this 30th day of March, 2007

"James E. A. Turner"

2.2.6 Coronation Minerals Inc. - s. 1(11)

Headnote

Section 1(11) – order that issuer is a reporting issuer for purposes of Ontario securities law – issuer already a reporting issuer in British Columbia and Alberta – issuer's securities listed for trading on the TSX Venture Exchange – continuous disclosure requirements in British Columbia amd Alberta are substantially the same as those in Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(11).

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

AND

IN THE MATTER OF
CORONATION MINERALS INC.

ORDER
(Subsection 1(11))

UPON the application of Coronation Minerals Inc. (the "Applicant") for an order pursuant to subsection 1(11)(b) that the Applicant is a reporting issuer for the purposes of Ontario securities law;

AND UPON considering the application and the recommendation of the staff of the Ontario Securities Commission (the "Commission");

AND UPON the Applicant representing to the Commission as follows:

1. On April 5, 2004 the Applicant continued under the *Business Corporations Act* of Ontario as Coronation Minerals Inc.

2. The Applicant has been a reporting issuer in the province of Alberta since September 14, 1995.

3. The Applicant has been a reporting issuer in the province of British Columbia since November 1999 as a result of a merger of the Vancouver Stock Exchange (VSE) and the Alberta Stock Exchange leading to the ultimate formation of the TSX Venture Exchange Inc. (TSXV).

4. The Applicant is not currently a reporting issuer or the equivalent in any jurisdiction in Canada other than Alberta and British Columbia.

5. The Applicant trades on the TSXV under the symbol "CMV".

6. The authorized capital of the Applicant consists of unlimited common shares of which 55,558,136 common shares are issued and outstanding.

7. The Applicant is not on the list of defaulting reporting issuers maintained pursuant to the **Securities Act** (British Columbia) (the British Columbia Act) or pursuant to the **Securities Act** (Alberta) (the Alberta Act) and the Applicant is not in default of any requirements of the British Columbia Act or the Alberta Act.

8. The continuous disclosure requirements of the British Columbia Act and the Alberta Act are substantially the same as the requirements under the Act.

9. The continuous disclosure materials filed by the Applicant are available on the System for Electronic Document Analysis and Retrieval (SEDAR).

10. The Applicant's securities are not traded on any stock exchange or trading quotation system other than the TSXV.

11. The Applicant is not in default of any of the rules or regulations of the TSXV.

12. The Applicant is pursuing reporting issuer status in Ontario as it has a significant connection to Ontario including, without limitation, the fact that its head office and control and management are all located in Ontario and a large portion of its shareholder base is located in Ontario.

13. Neither the Applicant nor its predecessor companies, nor, to the knowledge of the Applicant, its directors, officers, or any of its controlling shareholders, has:

    (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;

    (ii) entered into a settlement agreement with a Canadian securities regulatory authority; or

    (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

14. Neither the Applicant nor its predecessor companies nor, to the knowledge of the Applicant, its directors, officers, or any of its controlling shareholders, is or has been subject to:

    (i) any known ongoing or concluded investigations by:

        a. a Canadian securities regulatory authority, or

b. a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or

(ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.

15. To the knowledge of the Applicant, none of the directors or officers of the Applicant, or any of its controlling shareholders, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:

(i) any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or

(ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years,

16. The Applicant will remit all participation fees due and payable by it pursuant to Ontario Securities Commission Rule 13-502 Fees by no later than 2 business days from the date hereof.

AND UPON the Commission being satisfied that to do so is in the public interest;

IT IS HEREBY ORDERED pursuant to clause 1(11)(b) of the Act that the Applicant is a reporting issuer for the purposes of Ontario securities law.

DATED March 14, 2007

"Jo-Anne Matear"
Assistant Manager, Corporate Finance

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Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Robert Patrick Zuk et al.

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

AND

ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
AND MATTHEW NOAH COLEMAN

SETTLEMENT AGREEMENT BETWEEN
IVAN DJORDJEVIC ANDSTAFF OF
THE ONTARIO SECURITIES COMMISSION

I. INTRODUCTION

1. By Notice of Hearing dated March 27, 2007, the Commission announced that it proposed to hold a hearing to consider whether, pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5 (the "Act"), it is in the public interest for the Commission to make an order approving this settlement agreement (the "Settlement Agreement") entered into between Staff of the Commission and the Respondent, Ivan Djordjevic ("Djordjevic).

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") recommend settlement with Ivan Djordjevic (also referred to hereafter as the "Respondent") in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Part III herein and consents to the making of an Order in the form attached as Schedule "A" on the basis of the facts set out in Part III herein.

3. The terms of this settlement agreement, including the attached Schedule "A" (collectively, the "Settlement Agreement") will be released to the public only if and when the Settlement Agreement is approved by the Commission.

III. AGREED FACTS

4. For the purposes of this settlement agreement only, the Respondent agrees with the facts set out in this Part III.

(a) Background

5. Visa Gold Explorations Inc. ("Visa Gold") was a reporting issuer that was involved in the recovery of underwater artefacts. Trading in Visa Gold's shares was first reported on the Canadian Dealing Network ("CDN") on August 25, 1999. Visa Gold common shares traded over the counter and were quoted on the CDN until October 10, 2000, when Visa Gold shares began trading on the CDNX. Visa Gold shares continued to trade on the CDNX until December 19, 2002 when trading in Visa Gold's shares was suspended. Visa Gold's shares were cease traded on May 28, 2003 and remain cease traded.

6. Robert Patrick Zuk ("Zuk") is an Ontario resident. He is a stock promoter who, to the knowledge of the Respondent, was hired by Visa Gold to generate investment interest in Visa Gold. Zuk had business and personal relationships of many years' duration with the Respondent and referred new clients to him on an on-going basis.

7. The Respondent, Djordjevic, is 36 years old. Between June 1994 and November 2005, the Respondent was a registered representative. At all material times, the Respondent was employed as a registered representative by Rampart Securities Inc. and Taurus Capital Markets Limited. The Respondent is currently a minority owner of a restaurant.

8. Visa Gold originated as a privately-held company. In February 1998, Visa Gold entered into a joint venture agreement with a Cuban state-owned entity to explore historic shipwrecks and recover artefacts within Cuba's territorial waters. Visa Gold became a public company on or about August 25, 1999, and its trades were reported to the public on the CDN and subsequently, the CDNX.

(b) Zuk's Trading Activity in Visa Gold shares

(i) Brokerage Accounts

9. In the period between August 1999 and November 2001, Zuk gave trading instructions in and/or arranged for the purchase or sale of Visa Gold shares by 8 brokerage accounts (the "Client Accounts") at Rampart and Taurus over which the Respondent had client responsibility as a registered representative. The Client Accounts included 1 in Zuk's own name and 1 account in the name of 1266447 Ontario Limited, a company controlled by Zuk over which Zuk held and exercised trading authority. The Client Accounts also included accounts in the names of the following individuals and companies: Bruce Hodgman (2 accounts), Lisa Laudenbach (1 account), Christine Sheehan (1 account), The Winfield Group (1 account), and Louise L'Abbe-Zuk (1 account) (collectively, the "Zuk-Related Clients"). The trading in one of the Zuk-Related Client accounts was infrequent and low in volume.

10. Zuk did not have written trading authority in any of the Zuk-Related Clients' Accounts, although the Zuk-Related Clients advised the Respondent orally that Zuk could enter trades in their accounts. Each of the Zuk-Related Clients, to the Respondent's knowledge, were related to Visa Gold or Zuk by employment, by family relationship or by providing investor relations services pertaining to Visa Gold.

(ii) Trading in Client Accounts

11. With the Respondent acting as registered representative, Zuk gave trading instructions in, or directed trades to, the Client Accounts, in circumstances in which the Respondent ought to have known that the trades could create a misleading appearance as to the volume of trading in Visa Gold's common shares or as to the market price for those shares.

12. The Respondent was aware that Zuk was an active trader and promoter of Visa Gold shares, by virtue of acting as registered representative in the 8 Client Accounts. To the Respondent's knowledge, Zuk was involved in hundreds of trades involving millions of shares of Visa Gold in those accounts on both the buy side of trades and the sell side of trades. Those trades were reported to the public on the CDN or the CDN-X. The total volume of trading in Visa Gold shares in the Client Accounts exceeded 2.3 million shares on the buy side and 3.9 million shares on the sell side in the relevant period.

13. The Respondent regularly processed trades in Visa Gold shares in the Client Accounts at or near month end. The sole purpose of those trades, which were reported in the CDN or CDN-X markets, was the elimination of debit balances that had accumulated in one or more of the Client Accounts. In the relevant period, Rampart Securities required that purchases of securities be paid by the trade settlement date, but if debit balances were created by unpaid trades, Rampart Securities required that those balances be rectified by the end of each month. This could be accomplished by depositing funds to pay for shares; if, however, the client was not willing or able to deposit funds, the firm would sell the shares in the open market to eliminate the debit balance. After the Respondent had been involved in such sell-outs of shares, one of the other Client Accounts would purchase Visa Gold shares early in the next month, again creating a debit balance. By participating in this repetitive pattern in the Client Accounts, the Respondent ought to have known that the Client Accounts were engaged in free riding or, alternatively stated, were using the firms' capital to finance their trading activities in Visa Gold shares.

14. The Respondent was also aware that Visa Gold share certificates were being deposited into the Client Accounts in furtherance of the trading activities described herein. In respect of certain Zuk-Related Clients, the Respondent acted on trading instructions from Zuk for accounts for which Zuk did not have trading authority and/or accepted trading instructions from certain Zuk-Related Clients with knowledge that their trading was being directed by Zuk.

15. As a registered representative, the Respondent acted for the buying and selling accounts at Rampart Securities ("Cross Trades") for 4 trades in Visa Gold shares involving the Client Accounts. One of those trades was an Uptick Trade[1], and three were High Close Trades[2] in Visa Gold shares. Because he was the registered representative for the Client Accounts, the identity of the parties to the trades and the nature of the trades ought to have been apparent to the Respondent.

16. The Respondent was also the registered representative in 13 additional Uptick Trades and 8 High Close Trades in Visa Gold shares where a Client Account was the purchaser.

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[1] Uptick Trades are defined as entering into orders to buy or sell shares at a price higher than the last reported trades.

[2] High Close Trades are defined as entering into trades at or near the end of the trading day which result in a higher closing price for the shares.

17. The Respondent was also the registered representative for 4 Match Trades[3] involving his immediate family members, one of which was a High Close Trade in Visa Gold shares. The Respondent entered large volumes of trades in Visa Gold shares in accounts held in the names of his family members, with trading volume exceeding 2 million shares in trading on both the buy side and sell side of trades.

18. The Uptick Trades and High Close Trades in which the Respondent was involved as registered representative on behalf of the Client Accounts created an upward pressure on the price of Visa Gold's shares. The Respondent ought to have recognized that since Zuk was acting as a stock promoter for Visa Gold, he would benefit from an increased trading price and/or the appearance of interest in Visa Gold shares that an increase in trading volume could create. The Zuk-Related Clients, by virtue of their relationships to Zuk or Visa Gold, as described above, each had a similar interest.

(iii) Market price of Visa Gold shares

19. At the commencement of public trading, the common shares of Visa Gold were trading in the range of $1.65-$1.75 per share. The stock peaked at $2.05 per share.

20. The Respondent earned approximately $42,000 in commissions on the total trading activity in Visa Gold shares in the Client Accounts. The Respondent also made approximately $9,000 in trading profits from his personal trading activities (through accounts held personally and/or in the names of his family members) in Visa Gold shares.

IV. RESPONDENT'S POSITION

21. The Respondent did not recognize a repetitive pattern of trading in the Client Accounts that would suggest manipulative conduct by his clients. He also did not receive any complaints from the holders of the Client Accounts.

22. The Respondent did not receive any adverse comment from Rampart Securities about the debit balances in the Client Accounts, provided that the debits were resolved by the end of the month.

23. The Respondent has not previously been subject to disciplinary proceedings.

24. The Respondent is currently unemployed and his earnings are limited to what he earns as a minority owner of a restaurant. He is married and has two young children (ages 2 1/2 years and 4 months) to support. His current financial situation is such that he is unable to pay costs or to disgorge amounts that he earned in respect of Visa Gold trading. The Respondent acknowledges that, absent these personal circumstances, he would be subject to orders for disgorgement and costs.

V. CONDUCT CONTRARY TO THE PUBLIC INTEREST

25. The Respondent ought to have known that the Visa Gold trades in the Client Accounts for which he was the registered representative, as described above, could create a misleading appearance as to market activity for Visa Gold shares and/or as to the price of those shares.

26. The Respondent failed in his role as a gatekeeper in the capital markets by facilitating the trading described above.

27. The Respondent's conduct was contrary to the public interest.

VI. TERMS OF SETTLEMENT

28. The Respondent agrees to the following terms of settlement, to be set out in an order by the Commission pursuant to s. 127(1) of the Act, as follows:

(a) that the Respondent's registration will be terminated on the date of the Order and the Respondent undertakes not to reapply for registration for a period of 5 years from the date of the Order;

(b) subject to (c) below, that for a period of 2 years from the date of the Order approving this Settlement Agreement, the Respondent will be restricted to trading in securities in one RRSP account and one non-RRSP account wholly beneficially owned by the Respondent and held at a single full service registered dealer (which accounts the Respondent will identify in writing to the Director of Enforcement of the Ontario Securities Commission), if the securities:

(i) are debt instruments that cannot be converted (directly or indirectly) into shares;

[3] Match Trades are defined as entering an order to buy or sell shares with knowledge that an offsetting order of substantially the same size and price has been or will be entered.

(ii) are listed on NASDAQ, New York Stock Exchange, Amex, Toronto Stock Exchange, TSX Venture Exchange, London Stock Exchange (excluding AIM) or the Frankfurt Stock Exchange (Prime Standard);

(iii) are not exempt securities for purposes of the Ontario Securities Act, save and except for securities referred to in clauses 1 and 10 of subsection 35(2) of the Ontario Securities Act; or

(iv) are securities in which the Respondent does not hold more than one (1) percent of the outstanding securities of the class or series of the class in question.

(c) the Respondent may dispose of shares held in an account at Questrade, which has been disclosed to Staff of the Commission, within 45 days from the date of this order, which trades may otherwise contravene paragraph (b) above;

(d) subject to (b) above, that any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years from the date of the Order;

(e) that the Respondent will cooperate with Staff in its investigation of trading in Visa Gold shares, including testifying as a witness for Staff at any proceedings commenced by Staff and meeting with Staff in advance of that proceeding to prepare for that testimony.

VII. STAFF COMMITMENT

29. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of the Respondent in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 33 below.

VIII. PROCEDURE FOR APPROVAL OF SETTLEMENT

30. Approval of this Settlement Agreement shall be sought at a hearing of the Commission on a date agreed to by Staff and the Respondent.

31. Staff and the Respondent may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and the Respondent also agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting the Respondent in this matter, and the Respondent agrees to waive his rights to a full hearing, judicial review or appeal of the matter under the Act.

32. Staff and the Respondent agree that if this Settlement Agreement is approved by the Commission, neither Staff nor the Respondent will make any public statement inconsistent with this Settlement Agreement.

33. If this Settlement Agreement is approved by the Commission and, at any subsequent time, the Respondent fails to honour any of the Terms of Settlement set out in Part VI herein, Staff reserve the right to bring proceedings under Ontario securities law against the Respondent based on, but not limited to, the facts set out in Part III of the Settlement Agreement, as well as the breach of the Settlement Agreement.

34. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an Order in the form attached as Schedule “A” is not made by the Commission, each of Staff and the Respondent will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

35. Whether or not this Settlement Agreement is approved by the Commission, the Respondent agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the Commission of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

IX. DISCLOSURE OF AGREEMENT

36. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission and, forever if, for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both the Respondent and Staff or as may be required by law.

37. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

X. EXECUTION OF SETTLEMENT AGREEMENT

38. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

39. A facsimile copy of any signature shall be effective as an original signature.

Dated this 27th day of March, 2007

"Anne Paiement"
Witness

"Ivan Djordjevic"
Ivan Djordjevic

Dated this 27th day of March, 2007

STAFF OF THE ONTARIO SECURITIES COMMISSION

"Kelley McKinnon"
Kelley McKinnon
Acting Director, Enforcement Branch

Schedule A

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

AND

ROBERT PATRICK ZUK, DANE ALAN WALTON,
DEREK REID, IVAN DJORDJEVIC,
DANIEL DAVID DANZIG,
AND MATTHEW NOAH COLEMAN

ORDER

WHEREAS on March 11, 2005, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Visa Gold Explorations Inc.;

AND WHEREAS on March 11, 2005, Staff of the Commission filed a Statement of Allegations;

AND WHEREAS on September 25, 2006, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS on March 14, 2007, Staff of the Commission filed an Amended Amended Statement of Allegations dated March 7, 2007;

AND WHEREAS on March 26, 2007, Staff of the Commission filed an Amended Amended Amended Statement of Allegations;

AND WHEREAS Ivan Djordjevic entered into a settlement agreement dated March 27, 2007 (the "Settlement Agreement") in relation to the matters set out in the Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated March 27, 2007 setting out that it proposed to consider the Settlement Agreement;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and upon considering submissions from Ivan Djordjevic 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, PURSUANT TO SECTION 127 OF THE ACT, THAT:

(a) the Settlement Agreement is hereby approved;

(b) that the Respondent's registration will be terminated on the date of the Order and the Respondent undertakes not to reapply for registration for a period of 5 years from the date of the Order;

(c) subject to (d) below, for a period of 2 years from the date of the Order approving the Settlement Agreement, the Respondent will be restricted to trading in securities in one RRSP account and one non-RRSP account wholly beneficially owned by the Respondent and held at a single full service registered dealer (which accounts the Respondent will identify in writing to the Director of Enforcement of the Ontario Securities Commission), if the securities:

  (i) are debt instruments that cannot be converted (directly or indirectly) into shares;

  (ii) are listed on NASDAQ, New York Stock Exchange, Amex, Toronto Stock Exchange, TSX Venture Exchange, London Stock Exchange (excluding AIM) or the Frankfurt Stock Exchange (Prime Standard);

  (iii) are not exempt securities for purposes of the Ontario Securities Act, save and except for securities referred to in clauses 1 and 10 of subsection 35(2) of the Ontario Securities Act; or

  (iv) are securities in which the Respondent does not hold more than one (1) percent of the outstanding securities of the class or series of the class in question.

(d) the Respondent may dispose of shares held in an account at Questrade, which has been disclosed to Staff of the Commission, within 45 days from the date of this order, which trades may otherwise contravene paragraph (c) above; and

(e) subject to (c) above, that any exemptions contained in Ontario securities law do not apply to the Respondent for a period of 2 years from the date of the Order.

Dated at Toronto, Ontario this 28th day of March, 2007

“Suresh Thakrar”

“Carol S. Perry”

“James E. A. Turner”

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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

NO REPORT FOR THIS WEEK

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Eurasia Gold Inc.	03 Apr 07	16 Apr 07			
IMAX Corporation	03 Apr 07	16 Apr 07			

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Eurasia Gold Inc.	03 Apr 07	16 Apr 07			
Fareport Capital Inc.	13 Sep 05	26 Sep 05	26 Sep 05		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	03 Apr 06	14 Apr 06	17 Apr 06		
Hollinger Inc.	18 May 04	01 Jun 04	01 Jun 04		
IMAX Corporation	03 Apr 07	16 Apr 07			
Radiant Energy Corporation	06 Mar 07	19 Mar 07	19 Mar 07		
Research In Motion Limited	24 Oct 06	07 Nov 06	07 Nov 06		

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Chapter 6

Request for Comments

6.1.1 Notice and Request for Comments - Proposed OSC Rule 62-504 Take-Over Bids and Issuer Bids

NOTICE AND REQUEST FOR COMMENT

PROPOSED ONTARIO SECURITIES COMMISSION RULE 62-504
TAKE-OVER BIDS AND ISSUER BIDS

Substance and Purpose of Proposed Rule

The Ontario Securities Commission (the "OSC" or the "Commission") is publishing for comment proposed OSC Rule 62-504 *Take-Over Bids and Issuer Bids* (the "Proposed Rule"). The Proposed Rule relates to proposed amendments to Part XX - Take-Over Bids and Issuer Bids of the *Securities Act* (the "Act") introduced by the Government of Ontario on March 22, 2007 in Schedule 38 to Bill 187 *Budget Measures and Interim Appropriation Act, 2007* ("Bill 187"). The comment period for the Proposed Rule will expire July 9, 2007.

On April 28, 2006, the Canadian Securities Administrators (the "CSA") published for comment National Instrument 62-104 *Take-Over Bids and Issuer Bids* (the "National Instrument"), which proposed to harmonize, streamline and update the requirements and restrictions governing take-over bids and issuer bids and related early warning requirements across all Canadian jurisdictions. Those CSA jurisdictions that currently regulate bids recommended to their respective governments legislative amendments and rule-making authority that would remove detailed bid provisions from statutes and substitute general "platform" provisions to enable regulators to harmonize, streamline and update bid requirements in a national rule. In Ontario, the government is seeking to achieve the same harmonization and modernization effect through the proposed amendments to Part XX of the Act contained in Bill 187 ("Revised Part XX").

Subject to Revised Part XX being enacted by the Legislative Assembly of Ontario and proclaimed into force and receipt of necessary Commission and Ministerial approval, it is intended that the Proposed Rule will come into force in November, 2007.

The National Instrument will be implemented as Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* ("MI 62-104") in jurisdictions other than Ontario. Subject to receipt of all necessary securities regulatory and ministerial approvals, it is intended that MI 62-104 will also come into force in the other CSA jurisdictions in November, 2007.

Summary of Proposed Rule

The following is a summary of the key features of the Proposed Rule.

Part 1 Definition and Interpretation

The term "consultant" is defined for purposes of the Proposed Rule and Revised Part XX. This is the same definition used in National Instrument 45-106 *Prospectus and Registration Exemptions*. Part 1 of the Proposed Rule also contains provisions, previously set out in the Regulation made under the Act, R.R.O. 1990, Reg. 1015 (the "Regulation"), for determining the market price of a class of securities.

Part 2 Exceptions to Bid Integration Rules

Part 2 contains exceptions to the restrictions on acquisitions or sales prior to, during and after a bid. These exceptions are generally the same exceptions to the restrictions on acquisitions or sales found in the current Part XX of the Act, the Regulation and OSC Rule 62-501 *Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid* ("Rule 62-501").

Part 3 Required Forms

Part 3 of the Proposed Rule identifies the forms of circulars and notices required to be used by offerors and offeree issuers under Revised Part XX. Included is a new form to be used for a notice of change or notice of variation.

Part 4 Offeror's Obligations – Exceptions

The take-over bid requirements generally prohibit an offeror from entering into any collateral agreement that has the effect of providing a security holder of the offeree issuer with consideration of greater value than that offered to other security holders of the same class (the "Prohibition Against Collateral Agreements"). Discretionary relief from this prohibition has been frequently granted by the Commission in respect of employment contracts designed to encourage key personnel of the offeree issuer to remain in place in the event that a bid is successful.

To reduce the need for discretionary relief in respect of such employment contracts, Part 4 of the Proposed Rule provides several exceptions from the Prohibition Against Collateral Agreements. Employment compensation arrangements, severance arrangements or other employee benefit arrangements may be entered into if the arrangement provides an enhancement of employee benefits resulting from participation in a group plan and such benefits are generally provided to other similarly-situated employees. Part 4 of the Proposed Rule also excludes from the Prohibition Against Collateral Agreements employment arrangements that involved security holders that owned less than 1% of the class of target securities. Lastly, Part 4 of the Proposed Rule provides exceptions from the Prohibition Against Collateral Agreements where an independent committee of the offeree issuer determines that (i) the value of the benefit received by the employee, director or consultant is less than 5% of the consideration paid to such security holder under the bid, or (ii) the security holder is providing at least equivalent value for the benefit. In order to rely on the "equivalent value" exception, Part 4 of the Proposed Rule requires the determination of the independent committee to be confirmed by an independent, qualified person.

The exceptions from the Prohibition Against Collateral Agreements in Part 4 of the Proposed Rule are partly based on the approach taken by the United States Securities & Exchange Commission which allows for a safe harbour from their identical treatment requirement when an independent committee of the target or the bidder approves an employment arrangement. The proposal is also partly based on previous OSC decisions, which allow for employment arrangements that have a legitimate business purpose and that provide for a mutual exchange of value. The requirement for confirmation by an independent, qualified person of the independent committee's determination of a mutual exchange of value is intended to add additional objectivity in the absence of Commission scrutiny of the employment arrangement.

Part 4 of the Proposed Rule also contains two exceptions from the requirement to take-up and pay for securities proportionately when a formal bid is made for less than all of the class of securities subject to the bid. The first exception allows formal bids to be conducted pursuant to a modified "dutch auction" process. The second exception allows an offeror to purchase "odd lots" held by security holders of the offeree issuer. These exceptions are intended to eliminate common exemptive relief applications.

Part 5 Filing Agreements

Part 5 of the Proposed Rule contains descriptions of the documents relating to a take-over bid that must be filed by the offeror and the offeree issuer under the bid. These documents include agreements between an offeror and directors or officers of the offeree issuer, or any other agreement that affects control of the offeree issuer if those documents have not been previously filed pursuant to National Instrument 51-102 *Continuous Disclosure Obligation* ("NI 51-102"). This may, in certain circumstances, advance the timing of the offeree issuer's obligations to file such documents under NI 51-102 but should not have an adverse impact on the offeree issuer.

The required timing and form of the filing of the take-over bid-related documents by the offeror and the offeree issuer is set out in Part 5 of the Proposed Rule. Part 5 also provides the conditions under which filed documents may be redacted to protect confidential and sensitive information.

The filing of these take-over bid-related documents will provide greater transparency regarding agreements that affect control of a target issuer as well as address the ambiguity and mixed practice as to whether current early warning requirements require the filing of some of these agreements.

Part 6 Formal Bid Exemptions

Part 6 of the Proposed Rule contains additional conditions to the availability of certain exemptions from the formal bid requirements set out in Revised Part XX.

Part 7 Early Warning

Part 7 of the Proposed Rule sets out the manner and form of disclosure required under the early warning system in Revised Part XX. The substance of the early warning requirements in Revised Part XX and the Proposed Rule are the same as the requirements in current Part XX of the Act and National Instrument 62-103 *The Early Warning System and Related Take-over Bid and Insider Reporting Issues* ("NI 62-103").

Part 9 Consequential Amendments and Revocations

Part 9 of the Proposed Rule revokes Rule 62-501, OSC Rule 62-503 *Financing of Take-Over Bids and Issuer Bids*, and Recognition Order 62-904 *In the Matter of the Recognition of Certain Jurisdictions*. Part 9 of the Proposed Rule also contains consequential amendments to NI 62-103, OSC Rule 13-502 *Fees*, and OSC Rule 71-801 *Implementing the Multijurisdictional Disclosure System*.

Authority for the Proposed Rule

Paragraph 143(1)28 authorizes the Commission to make rules regulating take-over bids and issuer bids. Specifically, subparagraph ii authorizes the Commission to provide exemptions from section 94 of the Act (sections 93.1 to 93.4 of Revised Part XX), subparagraph iii authorizes the Commission to provide exemptions from sections 95 and 97 of the Act (sections 97.1 and 97.2 of Revised Part XX), and subparagraph iv authorizes the Commission to vary the requirements of or provide exemptions from section 101 of the Act (section 102.1 of Revised Part XX).

Paragraph 143(1)36 authorizes the Commission to make rules varying the Act with respect to foreign issuers to facilitate distributions, compliance with requirements applicable or relating to reporting issuers and the making of take-over bids and issuer bids where the foreign issuers are subject to requirements of the laws of other jurisdictions that the Commission considers are adequate in light of the purposes and principles of the Act.

Subparagraph 143(1)39 v authorizes the Commission to make rules requiring or respecting the media, format, preparation, form, content, execution, certification, dissemination and other use, filing and review of take-over bid circulars, issuer bid circulars, and directors' circulars and all documents determined by the regulations or the rules to be ancillary to such documents. Paragraph 143(1)39.1 authorizes the Commission to make rules governing the approval of any document described in paragraph 143(1)39.

Paragraph 143(1)40 authorizes the Commission to make rules respecting the designation or recognition of any person, company or jurisdiction if advisable for purposes of the Act.

If enacted, Bill 187 would authorize the Commission to define "consultant" in a rule and would authorize the Commission to make rules providing for the matters that, under Revised Part XX, may be specified by regulation or required by the regulations or that, under Revised Part XX, must or may be determined or done in accordance with the regulations.

Alternatives Considered

As set out above, the Commission published the National Instrument for comment. The proposed enactment of Schedule 38 to Bill 187 precludes the Commission from pursuing that alternative.

Unpublished Materials

In proposing this Proposed Rule, the Commission has not relied on any significant unpublished study, report or other written materials. The Commission considered the comments received in response to the notice and request for comment on the National Instrument and the issues raised by such comments.

Anticipated Costs and Benefits

The Proposed Rule, together with Revised Part XX, will harmonize most of the requirements and restrictions governing take-over bids, issuer bids and related early warning requirements with the regulatory regime proposed to be implemented in the other Canadian jurisdictions by way of MI 62-104. Harmonizing these requirements will ease the regulatory burden of issuers by reducing the number of requirements that would otherwise require consideration. Modifications to the existing requirements and restrictions include changing the scope of certain current exemptions and the introduction of several new exemptions in response to routine exemptive relief applications. In our view, the Proposed Rule will impose little, if any, additional costs on market participants.

Related Amendments and Revocations to the Regulation

The Commission proposes to revoke the following provisions of the Regulation:

- sections 183-189, 193-196, 198, and 200-203
- Forms 31, 32, 33, 34 and 35.

The Commission proposes to amend the following provisions of the Regulation so that they refer to the corresponding provisions in the Proposed Rule or Revised Part XX:

- section 43
- subsection 252(2).

Comments and Questions

Interested parties are invited to make written comments with respect to the Proposed Rule. Submissions received by July 9, 2007 will be considered.

Submissions should be made to:

John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8
jstevenson@osc.gov.on.ca

If you are not sending your comments by email, a diskette containing your comments in Word format should also be submitted. Submissions cannot be kept confidential because securities legislation requires that a summary of the written comments received during the comment period be published.

Questions may be referred to any of:

Naizam Kanji
Manager, Mergers & Acquisitions
Ontario Securities Commission
(416) 593-8060
nkanji@osc.gov.on.ca

Erin O'Donovan
Senior Legal Counsel, Mergers & Acquisitions
Ontario Securities Commission
(416) 204-8973
eodonovan@osc.gov.on.ca

Text of the Proposed Rule

The text of the Proposed Rule follows. The text of Revised Part XX is contained in Chapter 9 of this Bulletin.

April 6, 2007

ONTARIO SECURITIES COMMISSION RULE 62-504

TAKE-OVER BIDS AND ISSUER BIDS

TABLE OF CONTENTS

ONTARIO SECURITIES COMMISSION RULE 62-504

TAKE-OVER BIDS AND ISSUER BIDS

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definition of "consultant" - In this Rule and for the purposes of Part XX of the Act, "consultant" means, for an issuer, a person or company, other than an employee, executive officer, or director of the issuer or of a related entity of the issuer, that

(a) is engaged to provide services to the issuer or a related entity of the issuer, other than services provided in relation to a distribution,

(b) provides the services under a written contract with the issuer or a related entity of the issuer, and

(c) spends or will spend a significant amount of time and attention on the affairs and business of the issuer or a related entity of the issuer

and includes, for an individual consultant, a corporation of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner.

1.2 Definition of "standard trading unit" - In this Rule, "standard trading unit" means

(a) 1,000 units of a security trading at less than $0.10 per unit,

(b) 500 units of a security trading at $0.10 or more per unit and less than $1.00 per unit, and

(c) 100 units of a security trading at $1.00 or more per unit.

1.3 Interpretation, market price

For purposes of Part XX of the Act,

(1) The market price of a class of securities for which there is a published market, at any date, is an amount equal to the simple average of the closing price of securities of that class for each of the business days on which there was a closing price in the 20 business days preceding that date.

(2) If a published market does not provide a closing price, but provides only the highest and lowest prices of securities traded on a particular day, the market price of the securities, at any date, is an amount equal to the average of the simple averages of the highest and lowest prices for each of the business days on which there were highest and lowest prices in the 20 business days preceding that date.

(3) If there has been trading of securities in a published market for fewer than 10 of the 20 business days preceding the date as of which the market price of the securities is being determined, the market price is the average of the following prices established for each day of the 20 business days preceding that date:

(a) the average of the closing bid and ask prices for each day on which there was no trading; and

(b) either

(i) the closing price of securities of the class for each day that there has been trading, if the published market provides a closing price, or

(ii) the average of the highest and lowest prices of securities of that class for each day that there has been trading, if the published market provides only the highest and lowest prices of securities traded on a particular day.

(4) If there is more than one published market for a security, the market price in subsections (1), (2) and (3) must be determined as follows:

(a) if only one of the published markets is in Canada, the market price must be determined solely by reference to that market;

(b) if there is more than one published market in Canada, the market price must be determined solely by reference to the published market in Canada on which the greatest dollar volume of trading in the particular class of securities occurred during the 20 business days preceding the date as of which the market price is being determined;

(c) if there is no published market in Canada, the market price must be determined solely by reference to the published market on which the greatest volume of trading in the particular class of securities occurred during the 20 business days preceding the date as of which the market price is being determined.

(5) Despite subsections (1), (2), (3) and (4), for the purposes of section 100 of the Act [*Normal course purchase exemption*], if an offeror acquires securities on a published market, the market price for those securities is the price of the last standard trading unit of securities of that class purchased, before the acquisition by the offeror, by a person or company who was not acting jointly or in concert with the offeror.

PART 2 EXCEPTIONS TO BID INTEGRATION RULES

2.1 Acquisitions during formal take-over bid - (1) Subsection 93.1(1) of the Act does not apply to acquisitions of securities of the class that are subject to a formal take-over bid and securities convertible into securities of that class beginning on the 3rd business day following the date of the bid until the expiry of the bid if, in addition to satisfying any requirement of subsection 93.1(2) of the Act, all of the following conditions are satisfied:

(a) on the date of the bid, the intention of the offeror is to make the purchases and that intention is stated in the bid circular;

(b) the purchases are made in the normal course on a published market;

(c) the offeror issues and files a news release immediately after the close of business of the published market on each day on which securities have been purchased under this subsection disclosing the following information:

(i) the name of the purchaser,

(ii) if the purchaser is a person or company referred to in clause (b), (c) or (d) of the definition of “offeror” set out in section 93 of the Act, the relationship of the purchaser and the offeror,

(iii) the number of securities purchased on the day for which the news release is required,

(iv) the highest price paid for the securities on the day for which the news release is required,

(v) the aggregate number of securities purchased on the published market during the currency of the bid,

(vi) the average price paid for the securities that were purchased on the published market during the currency of the bid, and

(vii) the total number of securities owned by the purchaser after giving effect to the purchases that are the subject of the news release;

(d) no broker acting for the offeror performs services beyond the customary broker’s functions in regard to the purchases;

(e) no broker acting for the offeror receives more than the usual fees or commissions in regard to the purchases than are charged for comparable services performed by the broker in the normal course;

(f) the offeror or any person or company acting for the offeror does not solicit or arrange for the solicitation of offers to sell securities of the class subject to the bid, except for the solicitation by the offeror or members of the soliciting dealer group under the bid; and

(g) the seller or any person or company acting for the seller does not, to the knowledge of the offeror, solicit or arrange for the solicitation of offers to buy securities of the class subject to the bid.

(2) Subsection 93.1(1) of the Act does not apply to an agreement between a security holder and the offeror to the effect that the security holder will, in accordance with the terms and conditions of the formal take-over bid, deposit the security holder’s securities under the bid.

2.2 Acquisitions during formal issuer bid - Subsection 93.1(4) of the Act does not apply so as to prevent the offeror from purchasing, redeeming or otherwise acquiring any securities of the class subject to the formal issuer bid in reliance on an exemption in section 101 of the Act.

2.3 Acquisitions before formal take-over bid

(1) Subsection 93.2(1) of the Act does not apply to purchases made by an offeror if, in addition to satisfying any requirement of subsection 93.2(2) of the Act, all of the following conditions are satisfied:

(a) no broker acting for the offeror performs services beyond the customary broker's functions in regard to the purchases;

(b) no broker acting for the offeror receives more than the usual fees or commissions in regard to the purchases than are charged for comparable services performed by the broker in the normal course;

(c) the offeror or any person or company acting for the offeror does not solicit or arrange for the solicitation of offers to sell securities of the class subject to the bid, except for the solicitation by the offeror or members of the soliciting dealer group under the take-over bid; and

(d) the seller or any person or company acting for the seller does not, to the knowledge of the offeror, solicit or arrange for the solicitation of offers to buy securities of the class subject to the bid.

(2) Subsection 93.2(1) of the Act does not apply to a transaction that occurred within 90 days preceding the formal take-over bid if either of the following conditions are satisfied:

(a) the transaction is a trade in a security of the issuer that had not been previously issued;

(b) the transaction is a trade by or on behalf of the issuer in a previously issued security of that issuer that had been redeemed or purchased by, or donated to, that issuer.

2.4 Acquisitions after formal bid - Subsection 93.3(1) of the Act does not apply to purchases made by an offeror in the normal course on a published market if all of the following conditions are satisfied:

(a) no broker acting for the offeror performs services beyond the customary broker's functions in regard to the purchases;

(b) no broker acting for the offeror receives more than the usual fees or commissions in regard to the purchases than are charged for comparable services performed by the broker in the normal course;

(c) the offeror or any person or company acting for the offeror does not solicit or arrange for the solicitation of offers to sell securities of the class subject to the bid, except for the solicitation by the offeror or members of the soliciting dealer group under the bid; and

(d) the seller or any person or company acting for the seller does not, to the knowledge of the offeror, solicit or arrange for the solicitation of offers to buy securities of the class subject to the bid.

2.5 Prohibition on sales during formal bid - Subsection 93.4(1) of the Act does not apply to an offeror under a formal issuer bid in respect of the issue of securities pursuant to a dividend plan, dividend reinvestment plan, employee purchase plan or another similar plan.

PART 3 REQUIRED FORMS

3.1 Formal bid circular - A bid circular under subsection 94.2(1) of the Act must be in

(a) Form 62-504F1 Take-Over Bid Circular, for a take-over bid, or

(b) Form 62-504F2 Issuer Bid Circular, for an issuer bid.

3.2 Directors' circular - A directors' circular under subsection 95(4) of the Act must be in Form 62-504F3 Directors' Circular.

3.3 Director's or officer's circular - A director's or officer's circular under subsection 96(3) of the Act must be in Form 62-504F4 Director's or Officer's Circular.

3.4 Notice of change or variation - The following must be in Form 62-504F5 Notice of Change or Notice of Variation:

(a) a notice of change in relation to a bid circular under subsection 94.3(4) of the Act;

(b) a notice of variation in relation to a formal bid under subsection 94.4(2) of the Act;

(c) a notice of change in relation to a directors' circular under subsection 95.1(2) of the Act; and

(d) a notice of change in relation to a director's or officer's circular under subsection 96(7) of the Act.

PART 4 OFFEROR'S OBLIGATIONS - EXCEPTIONS

4.1 Prohibition against collateral agreements – exception

(1) Subsection 97.1(1) of the Act [*Prohibition against collateral agreements*] does not apply to an employment compensation arrangement, severance arrangement or other employment benefit arrangement that provides

(a) an enhancement of employee benefits resulting from participation by the holder of securities of the offeree issuer in a group plan, other than an incentive plan, for employees of a successor to the business of the offeree issuer, if the benefits provided by the group plan are generally provided to employees of the successor to the business of the offeree issuer who hold positions of a similar nature to the position held by the security holder, or

(b) a benefit not described in paragraph (a) that is received solely in connection with the security holder's services as an employee, director or consultant of the offeree issuer, of an affiliated entity of the offeree issuer, or of a successor to the business of the offeree issuer, if

(i) the benefit is not conferred for the purpose, in whole or in part, of increasing the amount of the consideration paid to the security holder for securities deposited under the bid or providing an incentive to deposit under the bid,

(ii) the conferring of the benefit is not, by its terms, conditional on the security holder supporting the bid in any manner,

(iii) full particulars of the benefit are disclosed in the issuer bid circular or, in the case of a take-over bid, in the take-over bid circular or directors' circular.

(2) Paragraph (1)(b) is subject to

(a) at the time the bid is publicly announced, the security holder and its associates beneficially owning or exercising control or direction over less than 1% of the outstanding securities of each class of securities of the offeree issuer subject to the bid, or

(b) if the offeree issuer has an independent committee of directors,

(i) the security holder disclosing to the independent committee of the offeree issuer the amount of consideration that the security holder expects it will be beneficially entitled to receive under the terms of the bid in exchange for the securities beneficially owned by the security holder,

(ii) the independent committee, acting in good faith, determining that

(A) the value of the benefit, net of any offsetting costs to the security holder, is less than 5 % of the amount referred to in subparagraph (b)(i), or

(B) the security holder is providing at least equivalent value in exchange for the benefit,

(iii) confirmation of the independent committee's determination in clause (ii)(B) by an independent, qualified person, and

(iv) the determination of the independent committee, and if applicable, the determination of the independent, qualified person being disclosed in the issuer bid circular or, in the case of a take-over bid, in the take-over bid circular or directors' circular.

(3) In this section, in determining the beneficial ownership of securities of a holder at a given date, any security or right or obligation permitting or requiring the security holder or any person or company acting jointly or in concert with the security holder, whether or not on conditions, to acquire a security, including an unissued security, of a particular class within 60 days by a single transaction or a series of linked transactions is deemed to be a security of a particular class.

4.2 Proportionate take up and payment - exceptions

(1) Subsection 97.2(1) of the Act does not apply so as to prohibit an issuer from acquiring securities under the terms of a formal issuer bid that, if not acquired, would constitute less than a standard trading unit for the security holder.

(2) Subsection 97.2(1) of the Act does not apply to securities deposited under the terms of a formal issuer bid by security holders who

(a) are entitled to elect a minimum price per security, within a range of prices, at which they are willing to sell their securities under the bid, and

(b) elect a minimum price which is higher than the price that the issuer pays for securities under the bid.

PART 5 FILING OF DOCUMENTS

5.1 Filing of Documents

(1) An offeror making a formal take-over bid must file copies of the following documents and any amendments to those documents, unless previously filed:

(a) any agreement between the offeror and a security holder of the offeree issuer relating to the take-over bid, including an agreement to the effect that the security holder will deposit its securities to the take-over bid made by the offeror;

(b) any agreement between the offeror and directors or officers of an offeree issuer relating to the take-over bid;

(c) any agreement between the offeror and an offeree issuer relating to the take-over bid; or

(d) any other agreement of which the offeror is aware that could affect control of the offeree issuer, including an agreement with change of control provisions, a security holder agreement or a voting trust agreement, that the offeror has access to and can reasonably be regarded as material to a security holder in deciding whether to deposit securities under the bid.

(2) An offeree issuer whose securities are the subject of a formal take-over bid must file copies of any agreement of which the offeree issuer is aware of that could affect control of the offeree issuer, including an agreement with change of control provisions, a security holder agreement or a voting trust agreement, that the offeree issuer has access to and can reasonably be regarded as material to a security holder in deciding whether to deposit securities under the bid, unless previously filed under National Instrument 51-102 *Continuous Disclosure Obligations*.

(3) Documents required to be filed

(a) under subsection (1) must be filed on the day the take-over bid circular is filed under section 94.2 [*Duty to prepare and send offeror's circular*] of the Act, and

(b) under subsection (2) must be filed on the day that the directors' circular is filed under section 95 [*Duty to prepare and send directors' circular*] of the Act.

(4) If an agreement required to be filed under subsection (1) or (2) is entered into after a take-over bid circular referred to in subsection (1) or the directors' circular referred to in subsection (2) is filed, the agreement must be filed promptly but not later than 2 business days from the date that the agreement was entered into.

(5) A document dated before March 30, 2004 that is required to be filed under subsection (1) or (2) may be filed in paper format if it does not exist in an acceptable electronic format under National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* (SEDAR).

(6) A provision in a document required to be filed under subsection (1) or (2) may be omitted or marked so as to be unreadable if

(a) the filer has reasonable grounds to believe that disclosure of the provision would be seriously prejudicial to the interests of the filer or would violate confidentiality provisions,

(b) the filer has reasonable grounds to believe that the provision does not contain information relating to the filer or its securities that would be necessary to understanding the document, and

(c) in the copy of the document filed by the filer immediately after the provision that has been omitted or marked so as to be unreadable, the filer includes a description of the type of information that has been omitted or marked so as to be unreadable.

PART 6 FORMAL BID EXEMPTIONS

6.1 Non-reporting issuer exemption - A take-over bid described in section 100.2 of the Act, or an issuer bid described in section 101.3 of the Act, is exempt from the formal bid requirements if, in addition to satisfying any requirements under section 100.2 or 101.3 of the Act, as the case may be, both of the following conditions are satisfied:

(a) there is no published market for the securities that are the subject of the bid; and

(b) the number of security holders of that class at the commencement of the bid is not more than 50, exclusive of holders who

(i) are in the employment of the offeree issuer or an affiliate of the offeree issuer,

(ii) were formerly in the employment of the offeree issuer or in the employment of an entity that was an affiliate of the offeree issuer at the time of that employment, and who while in that employment were, and have continued after that employment to be, security holders of the offeree issuer.

6.2 Required disclosure, exempt take-over bid or exempt issuer bid

(1) A take-over bid described in section 100.3 of the Act, or an issuer bid described in section 101.4 of the Act, is exempt from the formal bid requirements if, in addition to satisfying any requirements in section 100.3 or 101.4 of the Act, as the case may be, both of the following conditions are satisfied:

(a) all material relating to the bid that is sent by or on behalf of the offeror generally to security holders of the class subject to the bid is concurrently filed and sent to security holders whose last address as shown on the books of the offeree issuer is in Ontario; and

(b) an advertisement containing a summary of the terms of the bid and specifying where and how security holders may obtain a copy of the bid documents is filed and published in at least one major daily newspaper of general and regular paid circulation in Ontario.

(2) A take-over bid described in section 100.4 of the Act, or an issuer bid described in section 101.5 of the Act, is exempt from the formal bid requirements if, in addition to satisfying any requirements in section 100.4 or 101.5 of the Act, as the case may be, all material relating to the bid that is sent by or on behalf of the offeror generally to security holders of the class subject to the bid is concurrently filed and sent to security holders whose last address as shown on the books of the offeree issuer is in Ontario.

6.3 Normal course issuer bid exemptions - A news release required under subsection 101.2(4) of the Act must contain the following information:

(a) the class and number of securities or principal amount of debt securities sought;

(b) the dates, if known, on which the issuer bid will commence and expire;

(c) the value, in Canadian dollars, of the consideration offered per security;

(d) the manner in which the securities will be acquired; and

(e) the reasons for the issuer bid.

PART 7 EARLY WARNING SYSTEM

7.1 Early warning – An acquiror under subsections 102.1(1) or (2) of the Act shall:

(a) promptly issue and file a news release containing the information required by section 3.1 of National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, and

(b) within 2 business days from the day of the acquisition, file a report containing the same information contained in the news release issued under paragraph (a).

7.2 Acquisitions during bid

(1) An acquiror who makes an acquisition described in subsections 102.2(1) or (2) of the Act must, before the opening of trading on the next business day, issue and file a news release containing the following information:

(a) the name of the acquiror acquiring the securities;

(b) the number of securities of the offeree issuer that were beneficially acquired, or over which the power to exercise control or direction was acquired, in the transaction that gave rise to the requirement to issue the news release;

(c) the beneficial ownership of, and the control and direction over, any of the securities of the offeree issuer, by the acquiror and all persons or companies acting jointly or in concert with the acquiror, immediately after the acquisition described in paragraph (b);

(d) the number of securities of the offeree issuer that were beneficially acquired, or over which the power to exercise control or direction was acquired, by the acquiror and all persons or companies acting jointly or in concert with the acquiror, since the commencement of the bid;

(e) the name of the market in which the acquisition described in paragraph (b) took place; and

(f) the purpose of the acquiror and all persons or companies acting jointly or in concert with the acquiror making the acquisition described in paragraph (b), including any intention of the acquiror and all persons or companies acting jointly or in concert with the acquiror to increase the beneficial ownership of, or control or direction over, any of the securities of the offeree issuer.

(2) If the facts in respect of which a news release is required to be filed under sections 102.1 [*Early warning*] and 102.2 [*Acquisitions during a bid by an acquiror*] of the Act are identical, a news release is required only under section 102.1 [*Early warning*] of the Act.

(3) An acquiror that files a news release or report under sections 102.1 [*Early warning*] or 102.2 [*Acquisitions during a bid*] of the Act must promptly send a copy of each filing to the reporting issuer.

PART 8 EXEMPTIONS

8.1 General - The Director may grant an exemption to this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

PART 9 CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

9.1 Rule 62-501 - Rule 62-501 *Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid* is revoked.

9.2 Rule 62-503 - Rule 62-503 *Financing of Take-Over Bids and Issuer Bids* is revoked.

9.3 Recognition Order 62-904 - Recognition Order 62-904 *In the Matter of the Recognition of Certain Jurisdictions* is revoked.

9.4 Rule 13-502

(1) Item 1, Part G of Appendix C to Rule 13-502 *Fees* is amended by replacing "100(3) or (7)" with "94.2(3) or (4)".

(2) Item 2, Part G of Appendix C to Rule 13-502 *Fees* is amended by replacing the words “subsection 100(4)” with “section 94.5”.

9.5 NI 62-103 - National Instrument 62-103 *The Early Warning System and Related Take-over Bid and Insider Reporting Issues* is amended as follows:

(a) in section 1.1(1)

(i) add the following after the definition of “applicable provisions”:

“associate” has the same meaning as in MI 62-104, and in Ontario, Part XX of the *Securities Act* (Ontario);

(ii) repeal the definition of “early warning requirements” and substitute the following:

“early warning requirements” means the requirements set out in Part 5 of MI 62-104, and in Ontario, sections 102.1 and 102.2 of the *Securities Act* (Ontario);

(iii) repeal the definition of “formal bid” and substitute the following:

“formal bid”

(a) means a take-over bid or issuer bid made in accordance with Part 2 of MI 62-104, and

(b) in Ontario only, has the meaning ascribed to that term in subsection 89(1) of the *Securities Act* (Ontario);

(iv) add the following before the definition of “moratorium provision”:

“MI 62-104” means Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids*;

(v) repeal the definition of “moratorium provision” and substitute the following:

“moratorium provision” means the provisions set out in subsection 5.2(3) of MI 62-104 and in Ontario, subsection 102.1(3) of the *Securities Act* (Ontario);

(vi) repeal the definition of “offeror” and substitute the following:

“offeror” has the meaning ascribed to that term in securities legislation;

(vii) repeal the definition of “offeror’s securities” and substitute the following:

“offeror’s securities” has the meaning ascribed to that term in securities legislation;

(vii) repeal the definition of “private mutual fund” and substitute:

“private mutual fund” means

(a) a private investment club referred to in section 2.20 of National Instrument 45-106 *Prospectus and Registration Exemptions*, or

(b) a private investment fund referred to in section 2.21 of National Instrument 45-106 *Prospectus and Registration Exemptions*;

(b) in subsection 2.1(1), strike “or under section 2.1 of National Instrument 62-102 *Disclosure of Outstanding Share Data* or” and “, whichever contains the most recent relevant information";

(c) repeal subsection 5.1(b) and substitute the following:

(b) the business unit is not a joint actor with any other business unit with respect to the securities, determined without regard to the provisions of securities legislation that deem an affiliate, and presume an associate, to be acting jointly or in concert with an offeror;

(d) repeal Appendix B;

(e) repeal Appendix C;

(f) repeal Appendix D and substitute:

NATIONAL INSTRUMENT 62-103

APPENDIX D

BENEFICIAL OWNERSHIP

JURISDICTION	SECURITIES LEGISLATION REFERENCE
ALL JURISDICTIONS (except Ontario)	Sections 1.6 and 1.7 of MI 62-104
ALBERTA	Sections 5 and 6 of the *Securities Act* (Alberta)
BRITISH COLUMBIA	Subsection 1(4) of the *Securities Act* (British Columbia)
MANITOBA	Subsections 1(6) and 1(7) of the *Securities Act* (Manitoba)
NEW BRUNSWICK	Subsections 1(5) and 1(6) of the *Securities Act* (New Brunswick)
NEWFOUNDLAND AND LABRADOR	Subsections 2(5) and 2(6) of the *Securities Act* (Newfoundland and Labrador)
NOVA SCOTIA	Subsections 2(5) and 2(6) of the *Securities Act* (Nova Scotia)
ONTARIO	Subsections 1(5) and 1(6) and sections 90 and 91 of the *Securities Act* (Ontario)
SASKATCHEWAN	Subsections 2(5) and 2(6) of *The Securities Act, 1988* (Saskatchewan); and

(g) in Appendix E,

(i) add the following after paragraph (e):

(e.1) the value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release;

(ii) in paragraph (i), add ", in Canadian dollars" after "value" and strike "and" at the end of the paragraph;

(iii) add the following after paragraph (j):

(k) if applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

9.6 Rule 71-801 - Part 3 of Rule 71-801 *Implementing the Multijurisdictional Disclosure System* is repealed and the following is substituted:

PART 3 - BIDS FOR SECURITIES OF U.S. ISSUERS

3.1 Application of the Act to formal bids – (1) The following do not apply to a formal bid made in compliance with Part 12 of NI 71-101 and otherwise in accordance with the Act:

(a) sections 93, 93.1, 93.3 and 93.4, clause 94(b), subsections 94.2(2), (3) and (4), subsections 94.4(3), (4) and (5), section 94.5 to 94.8, and 97 to 98.6 of the Act; and

(b) section 93.2 of the Act unless security holders of the offeree issuer whose last address as shown on the books of the issuer is in Canada, as determined in accordance with subsections 12.1(2) through (4) of NI 71-101, hold 20% or more of a class of securities that is the subject of the bid;

(2) The following apply to a formal bid made in compliance with Part 12 of NI 71-101 and otherwise in accordance with the Act:

(a) clause 94(a), section 94.1, subsections 94.2(1), 94.3 (2), (3), and (4), and subsection 94.4(2) of the Act;

(b) section 94.3(1) of the Act, except the requirement to send a notice of change to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are in Ontario; and

(c) section 94.4(1) of the Act, except the requirement to send a notice of variation to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are 2in Ontario.

3.2 Application of the Act to MJDS directors' circulars and MJDS individual director's or officer's circulars – (1) Subsections 95(2), and (3), sections 95.1 and 95.2, subsection 96(6) and section 96.1 and 96.2 of the Act do not apply to the directors or the individual directors or officers of an offeree issuer who elect to comply with Part 12 of NI 71-101 instead of provisions of the Act otherwise applicable in preparation of a directors' circular or individual director's or officer's circular for a formal take-over bid made for securities of the offeree issuer under Part 12 of NI 71-101.

(2) The following apply to the directors or the individual directors or officers of an offeree issuer who elect to comply with Part 12 of NI 71-101 instead of provisions of the Act otherwise applicable in preparation of a directors' circular or individual director's or officer's circular for a formal take-over bid made for securities of the offeree issuer under Part 12 of NI 71-101:

(a) subsections 95(1) and 96(1) of the Act, except the requirement to send a directors' circular or an individual director's or officer's circular to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of the class that is subject to the bid who are in Ontario;

(b) subsections 95.1(1) and 96(2) of the Act, except the requirement to send notice of change to holders of securities that, before the expiry of the bid, are convertible into securities of the class that is subject to the bid who are in Ontario;

(c) subsections 96(4) and (5) of the Act, except the requirement to send a copy of an individual director's or officer's circular and a notice of change to holders of securities that, before the expiry of the bid, are convertible into securities of the class that is subject to the bid who are in Ontario; and

(d) subsections 95(4), 95.1(2), 96(3) and (7) of the Act.

PART 10 TRANSITION AND COMING INTO FORCE

10.1 Transition - A take-over bid or issuer bid commenced before the effective date of this Rule in reliance on the take-over bid and issuer bid provisions in securities legislation at that time may be completed in accordance with those provisions, as applicable.

Effective date - This Rule comes into force on [*].

FORM 62-504F1

TAKE-OVER BID CIRCULAR

Part 1 General Provisions

(a) Incorporating information by reference

If you are qualified to file a short form prospectus under sections 2.2 to 2.7 of National Instrument 44-101 *Short Form Prospectus Distributions*, or by reason of an exemption granted by a securities regulatory authority, you may incorporate information required under item 19 to be included in your take-over bid circular by reference to another document. Clearly identify the referenced document or any excerpt of it that you incorporate into your take-over bid circular. Unless you have already filed the referenced document, you must file it with your take-over bid circular. You must also disclose that the document is on SEDAR at www.sedar.com and that, on request, you will promptly provide a copy of the document free of charge to a security holder of the offeree issuer.

(b) Plain language

Write the take-over bid circular so that readers are able to understand it. Plain language will help investors understand your disclosure so that they can make informed investment decisions. Offerors should apply plain language principles when they prepare a take-over bid circular including:

- using short sentences;
- using definite everyday language;
- using the active voice;
- avoiding superfluous words;
- organizing the document into clear, concise sections, paragraphs and sentences;
- avoiding jargon;
- using personal pronouns to speak directly to the reader;
- avoiding reliance on glossaries and defined terms unless it facilitates understanding of the disclosure;
- avoiding vague boilerplate wording;
- avoiding abstract terms by using more concrete terms or examples;
- avoiding multiple negatives;
- using technical terms only when necessary and explaining those terms;
- using charts, tables and examples where it makes disclosure easier to understand.

If you use technical terms, explain them in a clear and concise manner.

(c) Numbering and headings

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the heading or numbering or follow the order of items in this Form. You do not need to refer to inapplicable items and, unless otherwise required in this Form, you may omit negative answers to items. Disclosure provided in response to any item need not be repeated elsewhere in the circular.

Part 2 Contents of Take-Over Bid Circular

Item 1. Name and description of offeror

State the corporate name of the offeror or, if the offeror is an unincorporated entity, the full name under which it exists and carries on business, and give a brief description of its activities.

Item 2. Name of offeree issuer

State the corporate name of the offeree issuer or, if the offeree issuer is an unincorporated entity, the full name under which it exists and carries on business.

Item 3. Securities subject to the bid

State the class and number of securities that are the subject of the take-over bid and a description of the rights of the holders of any other class of securities that have a right to participate in the offer.

Item 4. Time period

State the dates on which the take-over bid will commence and expire.

Item 5. Consideration

State the consideration to be offered. If the consideration includes securities, state the particulars of the terms and conditions attaching to those securities.

Item 6. Ownership of securities of offeree issuer

State the number, designation and percentage of outstanding securities of any class of securities of the offeree issuer beneficially owned or over which control or direction is exercised

(a) by the offeror,

(b) by each director and officer of the offeror, and

(c) if known after reasonable enquiry, by

  (i) each associate or affiliate of an insider of the offeror,

  (ii) an insider of the offeror, other than a director or officer of the offeror, and

  (iii) any person acting jointly or in concert with the offeror.

In each case where no securities are owned, directed or controlled, state this fact.

Item 7. Trading in securities of offeree issuer

State, if known after reasonable enquiry has been made, the following information about any securities of the offeree issuer purchased or sold by the persons referred to in item 6 during the 6-month period preceding the date of the take-over bid;

(a) the description of the security;

(b) the number of securities purchased or sold;

(c) the purchase or sale price of the security; and

(d) the date of the transaction.

If no such securities were purchased or sold, state this fact.

Item 8. Commitments to acquire securities of offeree issuer

Disclose all agreements, commitments or understandings made by the offeror, and, if known after reasonable enquiry, by the persons referred to in item 6 to acquire securities of the offeree issuer, and the terms and conditions of those agreements, commitments or understandings.

Item 9. Terms and conditions of the bid

State the terms of the take-over bid. If the obligation of the offeror to take up and pay for securities under the take-over bid is conditional, state the particulars of each condition.

Item 10. Payment for deposited securities

State the particulars of the method and time of payment of the consideration.

Item 11. Right to withdraw deposited securities

Describe the withdrawal rights of the security holders of the offeree issuer under the take-over bid. State that the withdrawal is made by sending a written notice to the designated depository and becomes effective on its receipt by the depository.

Item 12. Source of funds

State the source of any funds to be used for payment of deposited securities. If the funds are to be borrowed, state

(a) the name of the lender,

(b) the terms and financing conditions of the loan,

(c) if the financing arrangements are subject to conditions, at the time the bid is commenced, whether the offeror reasonably believes the possibility to be remote that, if the conditions of the bid are satisfied or waived, the offeror will be unable to pay for the securities deposited under the bid due to a financing condition not being satisfied,

(d) the circumstances under which the loan must be repaid, and

(e) the proposed method of repayment.

Item 13. Trading in securities to be acquired

Provide a summary showing

(a) the name of each principal market on which the securities sought are traded,

(b) any change in a principal market that is planned following the take-over bid, including but not limited to listing or de-listing on an exchange,

(c) where reasonably ascertainable, in reasonable detail, the volume of trading and price range of the class of the securities in the 6-month period preceding the date of the take-over bid, or, in the case of debt securities, the prices quoted on each principal market, and

(d) the date that the take-over bid to which the circular relates was announced to the public and the market price of the securities immediately before that announcement.

Item 14. Arrangements between the offeror and the directors and officers of offeree issuer

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeror and any of the directors or officers of the offeree issuer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or as to their remaining in or retiring from office, if the take-over bid is successful.

Item 15. Arrangements between the offeror and security holders of offeree issuer

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeror and a security holder of the offeree issuer relating to the bid, including particulars of any agreement to the effect that the security

holder will deposit its securities to a take-over bid made by the offeror. Disclosure with respect to each agreement, commitment or understanding must include

(a) a description of its purpose,

(b) the date, identity of the parties, and the terms and conditions,

(c) the nature and value of the consideration payable in respect of it,

(d) a detailed explanation as to how the offeror determined that entering into it was not prohibited by section 2.22 of the Instrument, or complied with section 2.23 of the Instrument, including an analysis of the determination of the value provided by the security holder, and

(e) if available, the details of the determination of the independent committee and, if applicable, the determination of the independent qualified person under section 2.23 of the Instrument.

Item 16. Arrangements with or relating to the offeree issuer

Disclose the particulars of any agreement, commitment or understanding made between the offeror and the offeree issuer relating to the take-over bid and any other agreement, commitment or understanding of which the offeror is aware that could affect control of the offeree issuer, including an agreement with change of control provisions, a security holder agreement or a voting trust agreement that the offeror has access to and can reasonably be regarded as material to a security holder in deciding whether to deposit securities under the bid.

Item 17. Purpose of the bid

State the purpose of the take-over bid. Disclose the particulars of any plans or proposals for

(a) subsequent transactions involving the offeree issuer such as a going private transaction, or

(b) material changes in the affairs of the offeree issuer, including, for example, any proposal to liquidate the offeree issuer, to sell, lease or exchange all or a substantial part of its assets, to amalgamate it with any other business organization or to make any material changes in its business, corporate structure (debt or equity), management or personnel.

Item 18. Valuation

If a valuation is provided, the offeror must provide a summary of the valuation in sufficient detail to allow the reader to understand the principal judgements and principal underlying reasoning of the valuator so as to be able to form a reasoned judgment of the valuation opinion or conclusion. The summary must

(a) disclose the basis of computation, scope of review, relevant factors and their values, and the key assumptions on which the valuation is based, and

(b) advise where copies of the valuation are available for inspection and state that a copy of the valuation will be sent to any security holder of the offeree issuer on request, for a nominal charge sufficient to cover printing and postage.

If the take-over bid is an insider bid, as defined in applicable securities legislation, also include the disclosure regarding valuations as required by securities legislation.

Item 19. Securities of an offeror or other issuer to be exchanged for securities of offeree issuer

(1) If a take-over bid provides that the consideration for the securities of the offeree issuer is to be, in whole or in part, securities of the offeror or other issuer, include the financial statements, including pro forma information, and other information prescribed for a prospectus of the issuer whose securities are being offered in exchange for the securities of the offeree issuer.

(2) Despite subsection (1), the financial statements of the offeree issuer are not required to be included in this circular.

Item 20. Right of appraisal and acquisition

State any rights of appraisal the security holders of the offeree issuer have under the laws or constating document governing, or contracts binding, the offeree issuer and state whether or not the offeror intends to exercise any right of acquisition the offeror may have.

Item 21. Market purchases of securities

State whether or not the offeror intends to purchase in the market securities that are the subject of the take-over bid.

Item 22. Approval of take-over bid circular

If the take-over bid is made by or on behalf of an offeror that has directors, state that the take-over bid circular has been approved and its sending has been authorized by the directors.

Item 23. Other material information

State the particulars of any other information known to the offeror but not already disclosed in the take-over bid circular that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid.

Item 24. Solicitations

Disclose any person retained by or on behalf of the offeror to make solicitations in respect of the take-over bid and the particulars of the compensation arrangements.

Item 25. Statement of rights

Include the following statement of rights provided under the securities legislation of the jurisdiction relating to this circular:

> *Securities legislation in the provinces and territories of Canada provides security holders of the offeree issuer with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.*

Item 26. Certificate

A take-over bid circular certificate form must state

> *The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.*

Item 27. Date of take-over bid circular

Specify the date of the take-over bid circular.

FORM 62-504F2

ISSUER BID CIRCULAR

Part 1 General Provisions

(a) Incorporating information by reference

If you are qualified to file a short form prospectus under sections 2.2 to 2.7 of National Instrument 44-101 *Short Form Prospectus Distributions*, or by reason of an exemption granted by a securities regulatory authority, you may incorporate information required under item 21 to be included in your issuer bid circular by reference to another document. Clearly identify the referenced document or any excerpt of it that you incorporate into your issuer bid circular. Unless you have already filed the referenced document, you must file it with your issuer bid circular. You must also disclose that the document is on SEDAR at www.sedar.com and that, on request, you will promptly provide a copy of the document free of charge to a security holder of the issuer.

(b) Plain language

Write the issuer bid circular so that readers are able to understand it. Plain language will help investors understand your disclosure so that they can make informed investment decisions. Issuers should apply plain language principles when they prepare an issuer bid circular including:

- using short sentences;
- using definite everyday language;
- using the active voice;
- avoiding superfluous words;
- organizing the document into clear, concise sections, paragraphs and sentences;
- avoiding jargon;
- using personal pronouns to speak directly to the reader;
- avoiding reliance on glossaries and defined terms unless it facilitates understanding of the disclosure;
- avoiding vague boilerplate wording;
- avoiding abstract terms by using more concrete terms or examples;
- avoiding multiple negatives;
- using technical terms only when necessary and explaining those terms;
- using charts, tables and examples where it makes disclosure easier to understand.

If you use technical terms, explain them in a clear and concise manner.

(c) Numbering and headings

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the heading or numbering or follow the order of items in this Form. You do not need to refer to inapplicable items and, unless otherwise required in this Form, you may omit negative answers to items. Disclosure provided in response to any item need not be repeated elsewhere in the circular.

Part 2 Contents of Issuer Bid Circular

Item 1. Name of issuer

State the corporate name of the issuer or, if the issuer is an unincorporated entity, the full name under which it exists and carries on business.

Item 2. Securities subject to the bid

State the class and number of securities that are the subject of the issuer bid and a description of the rights of the holders of any other class of securities that have a right to participate in the offer.

If the number of securities sought is subject to additional purchases by the issuer under the issuer bid for the purpose of preventing security holders from being left with less than a standard trading unit, this fact must be disclosed under this item, but the number of securities that could be purchased for this purpose need not be disclosed.

Item 3. Time period

State the dates on which the issuer bid will commence and expire.

Item 4. Consideration

State the consideration to be offered. If the consideration includes securities, state the particulars of the terms and conditions attaching to those securities.

Item 5. Payment for deposited securities

State the particulars of the method and time of payment of the consideration.

Item 6. Right to withdraw deposited securities

Describe the rights to withdraw securities deposited under the issuer bid. State that the withdrawal is made by sending a written notice to the designated depository and becomes effective on its receipt by the depository.

Item 7. Source of funds

State the source of any funds to be used for payment of deposited securities. If the funds are to be borrowed, state

(a) the name of the lender,

(b) the terms and financing conditions of the loan,

(c) if the financing arrangements are subject to conditions, at the time the bid is commenced, whether the offeror reasonably believes the possibility to be remote that, if the conditions of the bid are satisfied or waived, the offeror will be unable to pay for the securities deposited under the bid due to a financing condition not being satisfied,

(d) the circumstances under which the loan must be repaid, and

(e) the proposed method of repayment.

Item 8. Participation

If the issuer bid is for less than all of the outstanding securities of that class, state that if a greater number or principal amount of the securities are deposited than the issuer is bound or willing to take up and pay for, the issuer will take up as nearly as may be proportionately, disregarding fractions, according to the number or principal amount of the securities deposited. To the extent that this is not the case, as permitted by securities legislation, the response to this Item should be modified accordingly.

If an issuer intends to rely on one or both of the exceptions from the proportionate take up and payment requirements found in subsections 2.24(2) and (3) of the Instrument relating to standard trading units and “dutch auctions”, describe the mechanism under which securities would be deposited and taken up without pro ration.

Item 9. Purpose of the bid

State the purpose for the issuer bid, and if it is anticipated that the issuer bid will be followed by a going private transaction or other transaction such as a business combination, describe the proposed transaction.

Item 10. Trading in securities to be acquired

Provide a summary showing

(a) the name of each principal market on which the securities sought are traded,

(b) any change in a principal market that is planned following the issuer bid,

(c) where reasonably ascertainable, in reasonable detail, the volume of trading and price range of the class of the securities in the 6-month period preceding the date of the issuer bid, or, in the case of debt securities, the prices quoted on each principal market, and

(d) the date that the issuer bid to which the circular relates was announced to the public and the market price of the securities of the issuer immediately before that announcement.

Item 11. Ownership of securities of issuer

State the number, designation and the percentage of outstanding securities of any class of securities of the issuer beneficially owned or over which control or direction is exercised

(a) by each director and officer of the issuer and

(b) if known after reasonable enquiry, by

(i) each associate or affiliate of an insider of the issuer,

(ii) every associate or affiliate of the issuer,

(iii) an insider of the offeror, other than a director or officer of the issuer, and

(iv) any person acting jointly or in concert with the issuer.

In each case where no securities are owned, directed or controlled, state this fact.

Item 12. Commitments to acquire securities of issuer

Disclose all agreements, commitments or understandings made by the issuer and, where known after reasonable enquiry, by the persons referred to in item 11, to acquire securities of the issuer, and the terms and conditions of those agreements, commitments or understandings.

Item 13. Acceptance of issuer bid

If known after reasonable enquiry, state the name of every person named in item 11 who has accepted or intends to accept the issuer bid and the number of securities in respect of which the person has accepted or intends to accept the issuer bid.

Item 14. Benefits from the bid

State the direct or indirect benefits to any of the persons named in item 11 of accepting or refusing the issuer bid.

Item 15. Material changes in the affairs of issuer

Disclose the particulars of any plans or proposals for material changes in the affairs of the issuer, including, for example, any contract or agreement under negotiation, any proposal to liquidate the issuer, to sell, lease or exchange all or a substantial part of its assets, to amalgamate it or to make any material changes in its business, corporate structure (debt or equity), management or personnel.

Item 16. Other benefits

If any material changes or subsequent transactions are contemplated, as described in item 9 or 15, state any specific benefit, direct or indirect, as a result of such changes or transactions to any of the persons named in item 11.

Item 17. Arrangements between the issuer and security holders

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeror and a security holder of the offeree issuer relating to the bid, including particulars of any agreement to the effect that the security holder will deposit its securities to an issuer bid made by the offeror. Disclosure with respect to each agreement, commitment or understanding must include

(a) a description of its purpose,

(b) the date, identity of the parties, and the terms and conditions,

(c) the nature and value of the consideration payable in respect of it,

(d) a detailed explanation as to how the offeror determined that entering into it was not prohibited by section 2.22 of the Instrument, or complied with section 2.23 of the Instrument, including an analysis of the determination of the value provided by the security holder, and

(e) if available, the details of the determination of the independent committee and, if applicable, the determination of the independent qualified person under section 2.23 of the Instrument.

Item 18. Previous purchases and sales

State the following information about any securities of the issuer purchased or sold by the issuer, excluding securities purchased or sold pursuant to the exercise of employee stock options, warrants and conversion rights during the twelve months preceding the date of the issuer bid:

(a) the description of the security,

(b) the number of securities purchased or sold,

(c) the purchase or sale price of the security, and

(d) the date and purpose of each transaction.

If no securities were purchased or sold, state this fact.

Item 19. Financial statements

If the most recently available interim financial statements are not included, include a statement that the most recent interim financial statements will be sent without charge to any security holder requesting them.

Item 20. Valuation

If a valuation is provided, the issuer must provide a summary of the valuation in sufficient detail to allow the reader to understand the principal judgements and principal underlying reasoning of the valuator so as to be able to form a reasoned judgment of the valuation opinion or conclusion. The summary must

(a) disclose the basis of computation, scope of review, relevant factors and their values, and the key assumptions on which the valuation is based, and

(b) advise where copies of the valuation are available for inspection and state that a copy of the valuation will be sent to any security holder of the issuer on request, for a nominal charge sufficient to cover printing and postage.

In addition, if a valuation is required by applicable securities legislation regarding valuations, include the disclosure required by the securities legislation.

Item 21. Securities of issuer to be exchanged for others

If an issuer bid provides that the consideration for the securities of the issuer is to be, in whole or in part, different securities of the issuer, include the financial and other information prescribed for a prospectus of the issuer.

Item 22. Approval of issuer bid circular

State that the issuer bid circular has been approved by the issuer's directors, disclosing the name of any individual director of the issuer who has informed the directors in writing of their opposition to the issuer bid and that the delivery of the issuer bid circular to the security holders of the issuer has been authorized by the issuer's directors.

If the issuer bid is part of a transaction or to be followed by a transaction required to be approved by minority security holders, state the nature of the approval required.

Item 23. Previous distribution

If the securities of the class subject to the issuer bid were distributed during the 5 years preceding the issuer bid, state the distribution price per share and the aggregate proceeds received by the issuer or selling security holder.

Item 24. Dividend policy

State the frequency and amount of dividends with respect to shares of the issuer during the 2 years preceding the date of the issuer bid, any restrictions on the issuer's ability to pay dividends and any plan or intention to declare a dividend or to alter the dividend policy of the issuer.

Item 25. Tax consequences

Provide a general description of the income tax consequences in Canada of the issuer bid to the issuer and to the security holders of any class affected.

Item 26. Expenses of bid

Provide a statement of the expenses incurred or to be incurred in connection with the issuer bid.

Item 27. Right of appraisal and acquisition

State any rights of appraisal the security holders of the issuer have under the laws or constating documents governing, or contracts binding, the issuer and state whether or not the issuer intends to exercise any right of acquisition the issuer may have.

Item 28. Statement of rights

Include the following statement of rights provided under the securities legislation of the jurisdiction relating to this circular:

> *Securities legislation in the provinces and territories of Canada provides security holders of the offeree issuer with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.*

Item 29. Other material information

State the particulars of any other information known to the offeror but not already disclosed in the issuer bid circular that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid.

Item 30. Solicitations

Disclose any person retained by or on behalf of the issuer to make solicitations in respect of the issuer bid and the particulars of the compensation arrangements.

Item 31. Certificate

An issuer bid circular certificate form must state

> *The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.*

Item 32. Date of issuer bid circular

Specify the date of the issuer bid circular.

FORM 62-504F3

DIRECTORS' CIRCULAR

Part 1 General Provisions

(a) Plain language

Write the directors' circular so that readers are able to understand it. Plain language will help investors understand your disclosure so that they can make informed investment decisions. Directors should apply plain language principles when they prepare a directors' circular including:

- using short sentences;
- using definite everyday language;
- using the active voice;
- avoiding superfluous words;
- organizing the document into clear, concise sections, paragraphs and sentences;
- avoiding jargon;
- using personal pronouns to speak directly to the reader;
- avoiding reliance on glossaries and defined terms unless it facilitates understanding of the disclosure;
- avoiding vague boilerplate wording;
- avoiding abstract terms by using more concrete terms or examples;
- avoiding multiple negatives;
- using technical terms only when necessary and explaining those terms;
- using charts, tables and examples where it makes disclosure easier to understand.

If you use technical terms, explain them in a clear and concise manner.

(b) Numbering and headings

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the heading or numbering or follow the order of items in this Form. You do not need to refer to inapplicable items and, unless otherwise required in this Form, you may omit negative answers to items. Disclosure provided in response to any item need not be repeated elsewhere in the circular.

Part 2 Contents of Directors' Circular

Item 1. Name of offeror

State the corporate name of the offeror or, if the offeror is an unincorporated entity, the full name under which it exists and carries on business.

Item 2. Name of offeree issuer

State the corporate name of the offeree issuer or, if the offeree issuer is an unincorporated entity, the full name under which it exists and carries on business.

Item 3. Names of directors of the offeree issuer

State the name of each director of the offeree issuer.

Item 4. Ownership of securities of offeree issuer

State the number, designation and the percentage of outstanding securities of any class of securities of the offeree issuer beneficially owned or over which control or direction is exercised

(a) by each director and officer of the offeree issuer, and

(b) where known after reasonable enquiry, by

(i) each associate or affiliate of an insider of the offeree issuer,

(ii) every associate or affiliate of the offeree issuer,

(iii) an insider of the offeree issuer, other than a director or officer of the offeree issuer, and

(iv) any person acting jointly or in concert with the offeree issuer.

In each case where no securities are owned, directed or controlled, state this fact.

Item 5. Acceptance of take-over bid

If known after reasonable enquiry, state the name of every person named in item 4 who has accepted or intends to accept the offer and the number of securities in respect of which such person has accepted or intends to accept the offer.

Item 6. Ownership of securities of offeror

If a take-over bid is made by or on behalf of an offeror that is an issuer, state the number, designation and percentage of outstanding securities of any class of securities of the offeror beneficially owned or over which control or direction is exercised

(a) by the offeree issuer,

(b) by each director and officer of the offeree issuer, and

(c) if known after reasonable enquiry, by

(i) each associate or affiliate of an insider of the offeree issuer,

(ii) every affiliate or associate of the offeree issuer, and

(iii) an insider of the offeree issuer, other than a director or officer of the offeree issuer, and

(iv) any person acting jointly or in concert with the offeree issuer.

In each case where no securities are so owned, directed or controlled, state this fact.

Item 7. Relationship between the offeror and the directors and officers of the offeree issuer

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeror and any of the directors or officers of the offeree issuer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or as to their remaining in or retiring from office if the take-over bid is successful. State also whether any directors or officers of the offeree issuer are also directors or officers of the offeror or any subsidiary of the offeror and identify those persons.

Item 8. Arrangements between offeree issuer and officers and directors

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeree issuer and any of the directors or officers of the offeree issuer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or as to their remaining in or retiring from office if the take-over bid is successful.

Item 9. Arrangements between the offeror and security holders of offeree issuer

If not already disclosed in the take-over bid circular, disclose the particulars of any, agreement, commitment or understanding made or proposed to be made between the offeror and a security holder of the offeree issuer relating to the bid, including particulars of any agreement to the effect that the security holder will deposit its securities to a take-over bid made by the offeror. Disclosure with respect to each agreement, commitment or understanding must include

(a) a description of its purpose,

(b) the date, identity of the parties, and the terms and conditions,

(c) the nature and value of the consideration payable in respect of it,

(d) a detailed explanation as to how the offeror determined that entering into it was not prohibited by section 2.22 of the Instrument, or complied with section 2.23 of the Instrument, including an analysis of the determination of the value provided by the security holder, and

(e) if available, the details of the determination of the independent committee and, if applicable, the determination of the independent qualified person under section 2.23 of the Instrument.

Item 10. Interests of directors and officers of the offeree issuer in material transactions with offeror

State whether any director or officer of the offeree issuer and their associates and, where known to the directors or officers after reasonable inquiry, whether any person who owns more than 10% of any class of equity securities of the offeree issuer for the time being outstanding has any interest in any material transaction to which the offeror is a party, and if so, state particulars of the nature and extent of such interest.

Item 11. Trading by directors, officers and other insiders

(1) State the number of securities of the offeree issuer traded, the purchase or sale price and the date of each transaction during the 6-month period preceding the date of the directors' circular by the offeree issuer and each director, officer or other insider of the offeree issuer, and, if known after reasonable enquiry, by

   (a) each associate or affiliate of an insider of the offeree issuer,

   (b) every affiliate or associate of an insider of the offeree issuer, and

   (c) any person acting jointly or in concert with the offeree issuer.

(2) Disclose the number and price of securities of the offeree issuer of the class of securities subject to the bid or convertible into securities of that class that have been issued to the directors, officers and other insiders of the offeree issuer during the 2-year period preceding the date of the circular.

Item 12. Additional information

If any information required to be disclosed by the take-over bid circular prepared by the offeror has been presented incorrectly or is misleading, supply any additional information which would make the information in the circular correct or not misleading.

Item 13. Material changes in the affairs of offeree issuer

State the particulars of any information known to any of the directors or officers of the offeree issuer that indicates any material change in the affairs of the offeree issuer since the date of the last published interim or annual financial statement of the offeree issuer.

Item 14. Other material information

State the particulars of any other information known to the director or officer but not already disclosed in the directors' circular that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid.

Item 15. Recommending acceptance or rejection of the bid

Include either a recommendation to accept or reject the take-over bid and the reasons for such recommendation or a statement that the directors are unable to make or are not making a recommendation. If no recommendation is made, state the reasons

for not making a recommendation. If the directors of an offeree issuer are considering recommending acceptance or rejection of a take-over bid after the sending of the directors' circular, state that fact.

Item 16. Response of offeree issuer

(1) Describe any transaction, directors' resolution, agreement in principle or signed contract of the offeree issuer in response to the bid.

(2) Disclose whether there are any negotiations underway in response to the bid, which relate to or would result in

(a) an extraordinary transaction such as a merger or reorganization involving the offeree issuer or a subsidiary,

(b) the purchase, sale or transfer of a material amount of assets by the offeree issuer or a subsidiary,

(c) a competing take-over bid,

(d) a bid by the offeree issuer for its own securities or for those of another issuer, or

(e) any material change in the present capitalization or dividend policy of the offeree issuer.

If there is an agreement in principle, give full particulars.

Item 17. Approval of directors' circular

State that the directors' circular has been approved and its sending has been authorized by the directors of the offeree issuer.

Item 18. Statement of rights

Include the following statement of rights provided under the securities legislation of the jurisdiction relating to this circular:

> *Securities legislation in the provinces and territories of Canada provides security holders of the offeree issuer with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.*

Item 19. Certificate

A directors' circular certificate form must state

> *The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.*

Item 20. Date of directors' circular

Specify the date of the directors' circular.

FORM 62-504F4

DIRECTOR'S OR OFFICER'S CIRCULAR

Part 1 General Provisions

(a) Plain language

Write the director's or officer's circular so that readers are able to understand it. Plain language will help investors understand your disclosure so that they can make informed investment decisions. Directors and officers should apply plain language principles when they prepare a director's or officer's circular including:

- using short sentences;
- using definite everyday language;
- using the active voice;
- avoiding superfluous words;
- organizing the document into clear, concise sections, paragraphs and sentences;
- avoiding jargon;
- using personal pronouns to speak directly to the reader;
- avoiding reliance on glossaries and defined terms unless it facilitates understanding of the disclosure;
- avoiding vague boilerplate wording;
- avoiding abstract terms by using more concrete terms or examples;
- avoiding multiple negatives;
- using technical terms only when necessary and explaining those terms;
- using charts, tables and examples where it makes disclosure easier to understand.

If you use technical terms, explain them in a clear and concise manner.

(b) Numbering and headings

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the heading or numbering or follow the order of items in this Form. You do not need to refer to inapplicable items and, unless otherwise required in this Form, you may omit negative answers to items. Disclosure provided in response to any item need not be repeated elsewhere in the circular.

Part 2 Contents of Director's or Officer's Circular

Item 1. Name of offeror

State the corporate name of the offeror or, if the offeror is an unincorporated entity, the full name under which it exists and carries on business.

Item 2. Name of offeree issuer

State the corporate name of the offeree issuer or, if the offeree issuer is an unincorporated entity, the full name under which it exists and carries on business.

Item 3. Name of director or officer of offeree issuer

State the name of each director or officer delivering the circular.

Item 4. Ownership of securities of offeree issuer

State the number, designation and percentage of outstanding securities of any class of securities of the offeree issuer beneficially owned or over which control or direction is exercised

(a) by the director or officer, and

(b) if known after reasonable enquiry, by the associates of the director or officer.

In each case where no securities are so owned, directed or controlled, state this fact.

Item 5. Acceptance of bid

State whether the director or officer of the offeree issuer and whether any associate of such director or officer whose acceptance is known to the director or officer, after reasonable inquiry, has accepted or intends to accept the offer and state the number of the securities in respect of which the director or officer, or where known after reasonable enquiry, any associate, has accepted or intends to accept the offer.

Item 6. Ownership of securities of offeror

If a take-over bid is made by or on behalf of an issuer, state the number, designation and percentage of outstanding securities of any class of securities of the offeror beneficially owned or over which control or direction is exercised

(a) by the director or officer, or

(b) if known after reasonable enquiry, by the associates of the director or officer.

In each case where no securities are so owned, directed or controlled, state this fact.

Item 7. Arrangements between offeror and director or officer

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeror and the director or officer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or as to the director's or officer's remaining in or retiring from office if the take-over bid is successful. State whether the director or officer is also a director or officer of the offeror or any subsidiary of the offeror.

Item 8. Arrangements between offeree issuer and director or officer

Disclose the particulars of any agreement, commitment or understanding made or proposed to be made between the offeree issuer and the director or officer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or as to his or her remaining in or retiring from office if the take-over bid is successful.

Item 9. Interests of director or officer in material transactions with offeror

State whether the director or officer or the associates of the director or officer have any interest in any material transaction to which the offeror is a party, and if so, state the particulars of the nature and extent of such interest.

Item 10. Additional information

If any information required to be disclosed by the take-over bid circular prepared by the offeror has been presented incorrectly or is misleading, supply any additional information within the knowledge of the director or officer, which would make the information in the circular correct or not misleading.

Item 11. Material changes in the affairs of offeree issuer

State the particulars of any information known to the director or officer that indicates any material change in the affairs of the offeree issuer since the date of the last published interim or annual financial statement of the offeree issuer and not generally disclosed or in the opinion of the director or officer not adequately disclosed in the take-over bid circular or directors' circular.

Item 12. Other material information

State the particulars of any other information known to the director or officer but not already disclosed in the director's or officer's circular that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid.

Item 13. Recommendation

State the recommendation of the director or officer and the reasons for the recommendation.

Item 14. Statement of rights

Include the following statement of rights provided under the securities legislation of the jurisdiction relating to this circular:

> *Securities legislation of the provinces and territories of Canada provides security holders of the offeree issuer with, in addition to any other rights they may have at law, one or more rights of rescission, price revison or to damages if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.*

Item 15. Certificate

Include a certificate in the following form signed by or on behalf of each director or officer delivering the circular.

> *The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.*

Item 16. Date of director's or officer's circular

Specify the date of the director's or officer's circular.

FORM 62-504F5

NOTICE OF CHANGE OR NOTICE OF VARIATION

Part 1 General Provisions

(a) Plain language

Write the notice of change or notice of variation so that readers are able to understand it. Plain language will help investors understand your disclosure so that they can make informed investment decisions. Plain language principles should be applied when preparing a notice of change or notice of variation including:

- using short sentences;
- using definite everyday language;
- using the active voice;
- avoiding superfluous words;
- organizing the document into clear, concise sections, paragraphs and sentences;
- avoiding jargon;
- using personal pronouns to speak directly to the reader;
- avoiding reliance on glossaries and defined terms unless it facilitates understanding of the disclosure;
- avoiding vague boilerplate wording;
- avoiding abstract terms by using more concrete terms or examples;
- avoiding multiple negatives;
- using technical terms only when necessary and explaining those terms;
- using charts, tables and examples where it makes disclosure easier to understand.

If you use technical terms, explain them in a clear and concise manner.

(b) Numbering and headings

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the heading or numbering or follow the order of items in this Form. You do not need to refer to inapplicable items and, unless otherwise required in this Form, you may omit negative answers to items. Disclosure provided in response to any item need not be repeated elsewhere in the circular.

Part 2 Contents of Notice of Change or Notice of Variation

Item 1. Name of offeror

State the corporate name of the offeror or, if the offeror is an unincorporated entity, the full name under which it exists and carries on business.

Item 2. Name of offeree issuer

State the corporate name of the offeree issuer or, if the offeree issuer is an unincorporated entity, the full name under which it exists and carries on business.

Item 3. Particulars of notice of change or notice of variation

(1) A notice of change required under section 2.9 of the Instrument must contain

(a) a description of the change in the information contained in
(i) the take-over bid circular or issuer bid circular, and

(ii) any notice of change previously delivered under section 2.9,

(b) the date of the change,

(c) the date up to which securities may be deposited,

(d) the date by which securities deposited must be taken up by the offeror, and

(e) a description of the rights of withdrawal that are available to security holders.

(2) A notice of variation required under section 2.10 of the Instrument must contain

(a) a description of the variation in the terms of the take-over bid or issuer bid,

(b) the date of the variation,

(c) the date up to which securities may be deposited,

(d) the date by which securities deposited must be taken up by the offeror,

(e) if the date referred to in paragraph (d) is not known, a description of the legal requirements regarding the timing of take up of securities deposited under the bid,

(f) a description of when payment will be made for deposited securities in relation to the time in which they are taken up by the offeror, and

(g) a description of the rights of withdrawal that are available to security holders.

(3) A notice of change required under section 2.16 or subsection 2.18(2) of the Instrument must contain, as applicable, a description of the change in the information contained in

(a) the directors' circular,

(b) any notice of change previously delivered under section 2.16,

(c) the director's or officer's circular, or

(d) any notice of change previously delivered under subsection 2.18(2).

Item 4. Statement of rights

Include the following statement of rights provided under the securities legislation of the jurisdiction relating to this notice:

Securities legislation of the provinces and territories of Canada provides security holders of the offeree issuer with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

Item 5. Certificate

Include the signed certificate required in the bid circular, directors' circular or director's or officer's circular, amended to refer to the initial circular and to all subsequent notices of change or notices of variation.

Item 6. Date of notice of change or notice of variation

Specify the date of the notice of change or notice of variation.

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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 SecuritiesScource (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

REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
10/31/2006	16	2111353 Ontario Limited - Common Shares	1,225,000.00	122,500.00
10/26/2006	1	A to Z Capital Corp. - Preferred Shares	250,000.00	250,000.00
02/15/2007	1	A to Z Lending Corp. - Preferred Shares	250,000.00	250,000.00
03/16/2007	13	Adex Mining Inc. - Debentures	500,000.00	N/A
09/30/2006 to 01/11/2007	105	Alterra Preferred Equity Fund Real Estate Limited Partnership - Units	609,287.50	N/A
02/01/2006 to 11/07/2006	90	Alterra Preferred Equity Real Estate Limited Partnership - Units	1,037,524.00	N/A
03/20/2007	1	American International Group Inc. - Notes	2,360,200.00	1,995,720.00
03/12/2007	2	Asbury Automotive Group, Inc. - Notes	141,444.00	120,000.00
03/15/2007	2	Bear Ridge Resources Ltd. - Common Shares	11,295,000.00	6,275,000.00
03/20/2007	9	Calotto Capital Inc. - Common Shares	175,000.00	3,500,000.00
01/31/2007	4	Candorado Operating Company Limited - Units	350,000.00	1,400,000.00
03/15/2007	46	CareVest Blended Mortgage Investment Corporation - Preferred Shares	1,152,305.00	1,152,305.00
03/15/2007	59	CareVest First Mortgage Investment Corporation - Preferred Shares	2,518,773.00	2,518,773.00
03/15/2007	25	CareVest Second Mortgage Investment Corporation - Preferred Shares	599,130.00	599,130.00
03/15/2007	2	Centene Corporation - Notes	2,315,600.00	2,000.00
03/14/2007	1	CIT Group Inc. - Notes	70,458,000.00	60,000,000.00
03/07/2007 to 03/13/2007	8	Clearwire Corporation - Common Shares	10,766,648.75	368,500.00
03/15/2007 to 03/23/2007	25	CMC Markets Canada Inc. - Contracts for Differences	119,500.00	25.00
03/23/2007	2	Cytochroma Canada Inc. - Debentures	2,962,612.00	237,009.00
03/22/2007	28	Darnley Bay Resources Limited - Common Shares	684,101.00	4,560,672.00
03/14/2007	66	Daytona Energy Corporation - Units	1,500,000.20	10,000,000.00
02/28/2007	1	Dollar Financial Corp. - Common Shares	1,407,500.00	5,490,000.00
03/19/2007	2	Echoworx Corporation - Common Shares	739,920.00	616,600.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
01/01/2006 to 12/31/2006	1	Emerald Canadian Equity Fund - Units	40,000.00	3,349.47
01/01/2006 to 12/31/2006	2	Emerald NA Equity Pairs Fund - Units	432,000.00	39,452.90
01/01/2006 to 12/31/2006	2	Emerald Unhedged Synthetic U.S. Equity Pooled Fund Trust-Canadian - Units	3,848,379.15	311,047.41
01/01/2006 to 12/31/2006	1	Emerald U.S. Equity Market Neutral - Units	97,181.47	7,716.75
03/14/2007	73	Exshaw Oil Corp. - Flow-Through Shares	15,000,000.00	3,750,000.00
03/22/2007	4	Freewest Resources Canada Inc. - Common Shares	13,600.00	80,000.00
12/22/2006	88	Freewest Resources Canada Inc. - Flow-Through Shares	1,500,020.00	8,333,441.00
03/14/2007 to 03/23/2007	42	Frontenac Ventures Corp. - Common Shares	3,496,500.00	2,102,000.00
03/16/2007	43	Gastem Inc. - Units	2,999,750.00	4,615,000.00
03/21/2007	1	General Cable Corporation - Notes	468,920.00	400,000.00
03/09/2007	98	Global Financial Group Inc. - Units	2,263,538.05	50,300,840.00
03/06/2007 to 03/12/2007	9	Global Trader Europe Limited - Contracts for Differences	61,173.13	N/A
03/13/2007 to 03/19/2007	9	Global Trader Europe Limited - Contracts for Differences	75,414.94	N/A
03/27/2007	4	Glu Mobile Inc. - Common Shares	3,220,368.00	240,000.00
03/26/2007	12	Golden Goose Resources Inc. - Common Shares	3,099,350.00	4,323,000.00
03/20/2007	22	Great Plains Explorations Inc. - Common Shares	10,000,500.00	6,667,000.00
03/26/2007	1	Hawker Beechcraft Acquisition Company LLC - Notes	349,830.00	300,000.00
03/26/2007	5	Hawker Beechcraft Acquisition Company LLC - Notes	1,049,490.00	900,000.00
03/26/2007	5	Hawker Beechcraft Acquisition Company LLC - Notes	1,166,100.00	1,000,000.00
03/09/2007	111	Hawkeye Gold & Diamond Inc. - Common Shares	2,381,478.44	43,299,608.00
03/15/2007	10	Hi Ho Silver Resources Inc. - Units	346,500.00	385,000.00
03/21/2007	37	Horizon FX Limited Partnership - Limited Partnership Units	982,595.44	832,708.00
03/15/2006	38	InFraReDx, Inc. - Preferred Shares	4,405,675.42	3,292,732.00
01/18/2007	4	Ironbridge Equity Partners I, L.P. - Limited Partnership Interest	1,000,000.00	4.00
01/10/2007	5	Ironbridge Equity Partners I, L.P. - Limited Partnership Interest	4,350,000.00	5.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
01/10/2007	6	Ironbridge Equity Partners (International) I, L.P. - Limited Partnership Interest	6,200,000.00	6.00
01/18/2007	6	Ironbridge Equity Partners (International) I, L.P. - Limited Partnership Interest	7,750,000.00	6.00
03/16/2007	74	JFM China Partnership L.P. - Limited Partnership Interest	5,977,000.00	N/A
03/15/2007	4	KBSH Enhanced Income Fund - Units	1,000.00	4,461.94
03/15/2007	1	KBSH Private - Canadian Equity Fund - Units	155,000.00	8,787.35
03/15/2006	1	KBSH Private - International Fund - Units	13,100.00	1,080.00
03/15/2007	1	KBSH Private - U.S. Equity Fund - Units	13,000.00	937.05
03/15/2007	8	Kingwest Avenue Portfolio - Units	949,537.56	27,826.25
03/15/2007	2	Kingwest Canadian Equity Portfolio - Units	2,561,462.00	200,902.13
03/15/2007	4	Kingwest U.S. Equity Portfolio - Units	175,943.01	9,723.63
03/22/2007	1	KWG Resources Inc. - Units	500,000.00	10,000,000.00
01/01/2006 to 12/31/2006	8	Lancaster Balanced Fund - Units	43,944,158.42	3,535,902.00
01/01/2006 to 12/31/2006	1	Lancaster Canadian Equity Fund - Units	9,130,290.67	502,126.79
01/01/2006 to 12/31/2006	9	Lancaster Fixed Inc II - Units	440,789,002.11	33,653,715.45
01/01/2006 to 12/31/2006	1	Lancaster Global Ex-Canada - Units	2,735,494.46	272,946.00
01/01/2006 to 12/31/2006	1	Lancaster Short Bond - Units	139,052.16	14,044.26
03/21/2007	2	Lehman Brothers Holdings Inc. - Notes	180,000,000.00	N/A
02/28/2007	268	MegaWest Energy Corp. - Units	32,114,804.00	27,448,550.00
03/13/2007	4	Melkior Resources Inc. - Units	1,460,800.20	3,320,000.00
03/19/2007	4	Minera Andes Inc. - Warrants	0.00	185,585.00
03/19/2007	5	New York Life Global Funding - Notes	399,304,000.00	N/A
03/28/2007	5	Newstrike Resources Ltd. - Common Shares	140,000.00	350,000.00
03/15/2007	106	Niblack Mining Corp. - Units	15,297,650.00	18,115,000.00
03/15/2007	59	Pennant Energy Inc. - Non-Flow Through Units	1,643,340.42	2,105,037.00
02/23/2007	23	RAJ Gaming Corp. - Common Shares	12,790,000.00	12,790,000.00
03/22/2007	21	Range Metals Inc. - Common Shares	2,000,000.00	2,000,000.00
03/15/2007	2	Rogue River Resources Corp. - Common Shares	178,000.00	200,000.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
06/01/2006 to 12/16/2006	36	Roundtable Conservative Equity Fund - Trust Units	15,730,230.21	1,489,261.05
06/01/2006 to 12/18/2006	65	Roundtable Opportunities Fund - Units	34,372,430.33	3,351,344.62
03/16/2007	1	Samex Mining Corp. - Units	280,000.00	350,000.00
03/20/2007	17	Silver Bear Resources Inc. - Common Shares	18,586,667.00	18,586,667.00
03/15/2007	4	Sonomax Hearing Healthcare Inc. - Common Shares	149,998.50	666,660.00
03/16/2007	81	Spry Energy Ltd. - Common Shares	5,445,800.00	106,500.00
03/22/2007	1	Starfire Minerals Inc. - Common Shares	29,000.00	100,000.00
03/27/2007	11	Stem Cell Therapeutics Corp - Units	2,000,000.00	4,000,000.00
01/01/2006 to 12/31/2006	17	TD Emerald Canadian Equity Market Pooled Fund Trust II - Units	32,896,190.66	2,616,778.24
01/01/2006 to 12/31/2006	7	TD Emerald Canadian Market Capped Pooled Fund Trust - Units	14,512,236.40	9,041,799.82
01/01/2006 to 12/31/2006	16	TD Emerald Canadian Bond Pooled Fund Trust - Units	394,346,556.87	37,460,543.19
01/01/2006 to 12/31/2006	1	TD Emerald Core Canadian Bond Fund - Units	10,000,000.00	1,000,000.00
01/01/2006 to 12/31/2006	2	TD Emerald Diversified Yield Pooled Fund Trust - Units	6,212,249.70	621,224.97
01/01/2006 to 12/31/2006	3	TD Emerald Enhanced Canadian Equity - Units	42,260,413.52	3,027,063.36
01/01/2006 to 12/31/2006	1	TD Emerald Enhanced Canadian Bond Pooled Fund Trust - Units	36.94	N/A
01/01/2006 to 12/31/2006	1	TD Emerald Enhanced US Equity Pooled Fund Trust - Units	10,567,093.90	814,875.99
01/01/2006 to 12/31/2006	1	TD Emerald Extended US Pooled Fund Trust - Units	6,603,703.26	575,095.45
01/01/2006 to 12/31/2006	3	TD Emerald Hedge Synthetic International Pooled Fund Trust - Units	943,642.33	93,633.00
01/01/2006 to 12/31/2006	5	TD Emerald Hedged Synthetic US Pooled Fund Trust - Units	52,051,578.01	5,252,633.03
01/01/2006 to 12/31/2006	10	TD Emerald Hedged US Equity Pooled Fund Trust - Units	1,156,518,665.63	111,925,156.10
01/01/2006 to 12/31/2006	17	TD Emerald Long Bond Fund Pooled Fund Trust - Units	351,287,101.30	30,840,467.20
01/01/2006 to 12/31/2006	24	TD Emerald Pooled US - Units	234,607,810.69	10,768,052.36
01/01/2006 to 12/31/2006	11	TD Emerald Real Return Bond Pooled Fund Trust - Units	32,897,150.49	2,491,027.87

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
01/01/2006 to 12/31/2006	1	TD Emerald UnHedged Synthetic US Pooled Fund Trust - Units	31,641.79	2,513.60
01/01/2006 to 12/31/2006	1	TD Lancaster Mid Term - Units	1,886,712.85	188,671.29
03/14/2007	220	Thallion Pharmaceuticals Inc. - Units	44,353,300.00	90,000,000.00
03/21/2007	2	The Bear Stearns Companies Inc. - Notes	220,000,000.00	N/A
03/15/2007	4	Total Fitness Holdings (UK) Limited - Notes	16,530,000.00	7,250,000.00
03/16/2007	149	True North Gems Inc. - Units	3,599,750.00	6,545,000.00
03/15/2007	77	TTi Turner Technology Instruments Inc. - Common Shares	2,341,680.00	354,800.00
03/16/2007	102	Walton AZ Sunland Ranch 2 Investment Corporation - Common Shares	1,986,460.00	198,646.00
03/21/2007	37	Walton AZ Sunland Ranch Investment Corporation - Units	589,950.00	143,729.00
03/21/2007	23	Walton AZ Sunland Ranch Limited Partnership - Common Shares	1,515,515.62	130,423.00
03/16/2007	23	Walton AZ Sunland Ranch Limited Partnership 2 - Limited Partnership Units	2,704,239.33	230,011.00
03/19/2007	208	Walton Brant Land Acquisition Investment Corporation - Common Shares	3,895,280.00	389,528.00
03/19/2007	51	Walton Brant Land Acquisition Limited Partnership - Limited Partnership Units	5,383,880.00	538,388.00
03/15/2007	20	Walton International Group Inc. - Notes	1,180,000.00	N/A
03/21/2007	101	Walton Tutela Heights Ontario Investment Corporation - Units	2,359,940.00	235,994.00
03/15/2007	61	Walton TX Wagner Fields Limited Partnership - Limited Partnership Units	1,414,562.00	120,378.00
03/13/2007	24	Western Uranium Corporation - Common Shares	20,140,000.00	5,300,000.00

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Chapter 9

Legislation

9.1.1 Bill 187 – Budget Measures and Interim Appropriation Act, 2007

BILL 187 – BUDGET MEASURES AND INTERIM APPROPRIATION ACT, 2007

EXPLANATORY NOTE

SCHEDULE 38
SECURITIES ACT

Technical amendments are made to Part XV of the *Securities Act*, which governs prospectuses and distributions. A related amendment is made to section 143 of the Act. Highlights of the technical amendments include the following:

1. Amendments to section 57 of the Act provide that an issuer cannot proceed with a distribution or an additional distribution of securities pursuant to an amendment to a prospectus unless the Director has issued a receipt for the amendment. Exceptions may be made by regulation.

2. An amendment to the definition of "waiting period" in subsection 65(1) of the Act, which establishes the minimum period between the issuance of a receipt for a preliminary prospectus and the issuance of a receipt for a prospectus, permits the waiting period to be prescribed by regulation.

Technical amendments are made to expressions used in the French version of sections 35 and 72 of the Act.

Part XX of the Act, which governs take-over bids and issuer bids, is re-enacted. The current requirements are reorganized, and technical amendments are made. Related amendments are made to sections 1, 131, 133, 138.1, 138.5 and 143 of the Act. Highlights of the technical amendments include the following:

1. The definitions of "take-over bid" and "issuer bid", which are set out in subsection 89(1) of the Act, are amended to exclude purchases that are a step in a transaction that requires the approval of security holders. The definition of "issuer bid" is also amended to exclude purchases where no valuable consideration is paid for the securities.

2. Section 91 of the Act re-enacts the provision governing the circumstances in which a person or company will be treated as acting jointly or in concert with an offeror. The technical amendments reduce the burden of proof in certain circumstances where it is alleged that an offeror has acted jointly or in concert with another person or company.

3. Section 97 of the Act re-enacts the current requirement that all holders of the same class of securities must be offered identical consideration, if a formal bid is made. The new subsection 97(2) states that this requirement does not prohibit an offeror from offering an identical choice of consideration to those security holders.

4. Section 97.1 of the Act re-enacts the current prohibition against entering into a collateral agreement, commitment or understanding that has the effect of providing to one security holder consideration of greater value than the consideration offered to other holders of the same class of securities. An amendment creates an exception for certain employment-related arrangements.

5. Current exemptions from the formal bid requirements are re-enacted. Sections 100.3 and 101.4 create new exemptions for take-over bids and issuer bids that are carried out in accordance with the laws of a foreign jurisdiction, if more than 90 per cent of the securities that are subject to the bid are held outside Canada.

Technical amendments are also made to section 143.10 of the Act which governs certain agreements, memorandums of understanding and arrangements entered into by the Commission. The amendments concern those that the Commission is not required to publish in its Bulletin. The amendments provide for their review by the Minister and for the date on which they come into effect.

SCHEDULE 38
SECURITIES ACT

1. (1) Clause (a) of the definition of "associate" in subsection 1(1) of the *Securities Act* is repealed and the following substituted:

(a) except in Part XX, any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the company for the time being outstanding,

(a.1) in Part XX, any issuer of which such person or company beneficially owns or controls, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the issuer for the time being outstanding,

(2) Subsection 1(1.1) of the Act is amended by adding ""consultant"" after ""business combination".

(3) Subsection 1(2) of the Act is amended by adding at the beginning "Except for the purposes of Part XX**".**

(4) Subsection 1(3) of the Act is amended by adding at the beginning "Except for the purposes of Part XX**".**

(5) Subsection 1(4) of the Act is amended by adding at the beginning "Except for the purposes of Part XX**".**

2. The French version of subparagraph 3 iii.2 of subsection 35(1) of the Act is repealed and the following substituted:

iii. 2 un courtier inscrit dans la categorie de courtier en bourse, de courtier en valeurs mobilieres ou de courtier negotiant,

3. (1) Subsection 57(1) of the Act is amended by striking out "Subject to subsection (2)**" at the beginning.**

(2) Subsection 57(2) of the Act is repealed and the following substituted:

Same, additional securities

(2) If, after a receipt for a prospectus or for an amendment to a prospectus is issued but before the distribution under the prospectus or amendment is completed, securities in addition to those previously disclosed in the prospectus or amendment are to be distributed, the issuer making the distribution shall file an amendment to the prospectus disclosing the additional securities as soon as practicable and, in any event, within 10 days after the decision to increase the number of securities offered is made.

Receipt

(2.1) The Director shall issue a receipt for an amendment to a prospectus that must be filed under subsection (1) or (2) unless the Director refuses in accordance with subsection 61(2) to issue the receipt.

Restriction

(2.2) Unless otherwise permitted by regulation, an issuer shall not proceed with a distribution or an additional distribution until a receipt is issued for an amendment to the prospectus that must be filed under subsection (1) or (2).

4. (1) Subsection 58(1) of the Act is amended,

(a) by striking out "a certificate in the following form**" and substituting "**a certificate in the prescribed form**"; and**

(b) by striking out "*The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the Securities Act and the regulations thereunder*** " at the end.**

(2) Subsection 58(2) of the Act is amended,

(a) by striking out "a certificate in the following form**" and substituting "**a certificate in the prescribed form**"; and**

(b) **by striking out "***The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by Part XV of the Securities Act and the regulations thereunder***" at the end.**

5. Subsection 59(1) of the Act is amended,

(a) **by striking out "**a certificate in the following form**" and substituting "**a certificate in the prescribed form**"; and**

(b) **by striking out "***To the best of our knowledge, information and belief the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the Securities Act and the regulations thereunder***" at the end.**

6. The definition of "waiting period" in subsection 65(1) of the Act is repealed and the following substituted:

"waiting period" means the period prescribed by regulation or, if no period is prescribed, the period between the Director's issuance of a receipt for a preliminary prospectus relating to the offering of a security and the Director's issuance of a receipt for the prospectus.

7. The French version of subclause 72(1)(a)(iii.2) of the Act is repealed and the following substituted:

(iii.2) un courtier inscrit clans la categorie de courtier en bourse, de courtier en valeurs mobilieres ou de courtier negociant;

8. Part XX of the Act is repealed and the following substituted:

PART XX

TAKE-OVER BIDS AND ISSUER BIDS

INTERPRETATION

Definitions

89. (1) In this Part,

"bid circular" means a bid circular prepared in accordance with section 94.2; ("circulaire d'offre")

"business day" means a day other than a Saturday or holiday; ("jour ouvrable")

"class of securities" includes a series of a class of securities; ("categorie de valeurs mobilieres")

"equity security" means a security of an issuer that carries a residual right to participate in the earnings of the issuer and, on liquidation or winding up of the issuer, in its assets; ("titre de participation")

"formal bid" means a formal take-over bid or a formal issuer bid; ("offre formelle")

"formal bid requirements" means sections 93 to 99.1; ("exigences relatives aux offres formelles")

"formal issuer bid" means an issuer bid that is not exempt from the formal bid requirements by sections 101 to 101.7; ("offre formelle de 1'emetteur")

"formal take-over bid" means a take-over bid that is not exempt from the formal bid requirements by sections 100 to 100.6; ("offre formelle d'achat visant a la mainmise")

"issuer bid" means an offer to acquire or redeem securities of an issuer made by the issuer to one or more persons or companies, any of whom is in Ontario or whose last address as shown on the books of the offeree issuer is in Ontario, and also includes an acquisition or redemption of securities of the issuer by the issuer from those persons or companies, but does not include an offer to acquire or redeem or an acquisition or redemption,

(a) if no valuable consideration is offered or paid by the issuer for the securities,

(b) if the offer to acquire or redeem, or the acquisition or redemption is a step in an amalgamation, merger, reorganization or arrangement that requires approval in a vote of security holders, or

(c) if the securities are debt securities that are not convertible into securities other than debt securities; ("offre de 1'emetteur")

"offeree issuer" means an issuer whose securities are the subject of a take-over bid, an issuer bid or an offer to acquire; ("pollicite")

"offeror" means, except in sections 93 to 93.4, a person or company that makes a take-over bid, an issuer bid or an offer to acquire; ("pollicitant")

"offeror's securities" means securities of an offeree issuer beneficially owned, or over which control or direction is exercised, on the date of an offer to acquire, by an offeror or by any person or company acting jointly or in concert with the offeror; ("valeurs mobilieres du pollicitant")

"offer to acquire" means,

(a) an offer to purchase, or a solicitation of an offer to sell, securities,

(b) an acceptance of an offer to sell securities, whether or not the offer has been solicited, or

(c) any combination of the above; ("offre d'acquisition")

"published market" means, with respect to any class of securities, a market in Canada or outside of Canada on which the securities are traded, if the prices at which they have been traded on that market are regularly,

(a) disseminated electronically, or

(b) published in a newspaper or business or financial publication of general and regular paid circulation; ("marche organise")

"subsidiary" means an issuer that is controlled directly or indirectly by another issuer and includes a subsidiary of that subsidiary; ("filiale")

"take-over bid" means an offer to acquire outstanding voting securities or equity securities of a class made to one or more persons or companies, any of whom is in Ontario or whose last address as shown on the books of the offeree issuer is in Ontario, where the securities subject to the offer to acquire, together with the offeror's securities, constitute in the aggregate 20 per cent or more of the outstanding securities of that class of securities at the date of the offer to acquire but does not include an offer to acquire if the offer to acquire is a step in an amalgamation, merger, reorganization or arrangement that requires approval in a vote of security holders. ("offre d'achat visant a la mainmise")

Deemed affiliate of an issuer

(2) For the purposes of this Part, an issuer shall be deemed to be an affiliate of another issuer if one of them is the subsidiary of the other or if each of them is controlled by the same person or company.

Control

(3) For the purposes of this Part, a person or company controls a second person or company,

(a) if the first person or company, directly or indirectly, beneficially owns or exercises control or direction over securities of the second person or company carrying votes which, if exercised, would entitle the first person or company to elect a majority of the directors of the second person or company, unless the first person or company holds the voting securities only to secure an obligation;

(b) if the second person or company is a partnership, other than a limited partnership, and the first person or company holds more than 50 per cent of the interests of the partnership; or

(c) if the second person or company is a limited partnership and the general partner of the limited partnership is the first person or company.

Computation of time

(4) For the purposes of this Part, a period of days is to be computed as beginning on the day following the event that began the period and ending at 11:59 p.m. on the last day of the period if that day is a business day or at 11:59 p.m. on the next business day if the last day of the period does not fall on a business day.

Deemed convertible securities

(5) For the purposes of this Part,

(a) a security shall be deemed to be convertible into a security of another class if, whether or not on conditions, it is or may be convertible into or exchangeable for, or if it carries the right or obligation to acquire, a security of the other class, whether of the same or another issuer; and

(b) a security that is convertible into a security of another class shall be deemed to be convertible into a security or securities of each class into which the second-mentioned security may be converted, either directly or through securities of one or more other classes of securities that are themselves convertible.

Deemed beneficial ownership

90. (1) For the purposes of this Part, in determining the beneficial ownership of securities of an offeror or of any person or company acting jointly or in concert with the offeror, at any given date, the offeror or the person or company shall be deemed to have acquired and to be the beneficial owner of a security, including an unissued security, if the offeror or the person or company is the beneficial owner of a security convertible into the security within 60 days following that date or has a right or obligation permitting or requiring the offeror or the person or company, whether or not on conditions, to acquire beneficial ownership of the security within 60 days, by a single transaction or a series of linked transactions.

Calculation of outstanding securities

(2) The number of outstanding securities of a class in respect of an offer to acquire includes securities that are beneficially owned as determined in accordance with subsection (1).

Calculation of holdings, joint offerors

(3) If two or more offerors acting jointly or in concert make one or more offers to acquire securities of a class, the securities subject to the offer or offers to acquire shall be deemed to be securities subject to the offer to acquire of each offeror for the purpose of determining whether an offeror is making a take-over bid.

Limitation

(4) For the purposes of this section, an offeror is not a beneficial owner of securities solely because there is an agreement, commitment or understanding that a security holder will tender the securities under a formal bid made by the offeror.

Acting jointly or in concert

91. (1) For the purposes of this Part, it is a question of fact as to whether a person or company is acting jointly or in concert with an offeror and, without limiting the generality of the foregoing,

(a) the following shall be deemed to be acting jointly or in concert with an offeror:

(i) a person or company who, as a result of any agreement, commitment or understanding with the offeror or with any other person or company acting jointly or in concert with the offeror, acquires or offers to acquire securities of the same class as those subject to the offer to acquire, and

(ii) an affiliate of the offeror; and

(b) the following shall be presumed to be acting jointly or in concert with an offeror:

(i) a person or company who, as a result of any agreement, commitment or understanding with the offeror or with any other person or company acting jointly or in concert with the offeror, intends to exercise jointly or in concert with the offeror or with any person or company acting jointly or in concert with the offeror any voting rights attaching to any securities of the offeree issuer, and

(ii) an associate of the offeror.

Exception, registered dealers

(2) Subsection (1) does not apply to a registered dealer acting solely in an agency capacity for the offeror in connection with a bid and not executing principal transactions in the class of securities subject to the offer to acquire or performing services beyond the customary functions of a registered dealer.

Exception, agreements to tender securities

(3) For the purposes of this section, a person or company is not acting jointly or in concert with an offeror solely because there is an agreement, commitment or understanding that the person or company will tender securities under a formal bid made by the offeror.

Application to direct and indirect offers

92. For the purposes of this Part, a reference to an offer to acquire or to the acquisition or ownership of securities or to control or direction over securities includes a direct or indirect offer to acquire or the direct or indirect acquisition or ownership of securities, or the direct or indirect control or direction over securities, as the case may be.

BID INTEGRATION RULES FOR FORMAL BIDS

Definition, offeror

93. In sections 93.1 to 93.4,

"offeror" means,

(a) a person or company making a formal bid,

(b) a person or company acting jointly or in concert with a person or company referred to in clause (a),

(c) a control person of a person or company referred to in clause (a), or

(d) a person or company acting jointly or in concert with the control person referred to in clause (c).

Restrictions on acquisitions during formal take-over bid

93.1 (1) An offeror shall not offer to acquire, or make or enter into an agreement, commitment or understanding to acquire beneficial ownership of any securities of the class that are subject to a formal take-over bid or securities convertible into securities of that class otherwise than under the bid on and from the day of the announcement of the offeror's intention to make the bid until the expiry of the bid.

Exception

(2) Subsection (1) does not apply to an offeror's acquisitions of beneficial ownership of five per cent or less, in the aggregate, of the outstanding securities of the class that is subject to the bid if the acquisitions satisfy such conditions as may be specified by regulation.

Same

(3) For the purposes of subsection (2), the acquisition of beneficial ownership of securities that are convertible into securities of the class that is subject to the bid shall be deemed to be an acquisition of the securities as converted.

Restrictions on acquisitions during formal issuer bid

(4) An offeror shall not offer to acquire, or make or enter into an agreement, commitment or understanding to acquire, beneficial ownership of any securities of the class that are subject to a formal issuer bid, or securities that are convertible into securities of that class, otherwise than under the bid on and from the day of the announcement of the offeror's intention to make the bid until the expiry of the bid.

Exceptions by regulation

(5) Subsections (1) and (4) do not apply in such other circumstances as may be specified by regulation.

Restrictions on acquisitions before formal take-over bid

93.2 (1) If, within the period of 90 days immediately preceding a formal take-over bid, an offeror acquired beneficial ownership of securities of the class subject to the bid in a transaction not generally available on identical terms to holders of that class of securities,

(a) the offeror shall offer,

(i) consideration for securities deposited under the bid at least equal to and in the same form as the highest consideration that was paid on a per security basis under any such prior transaction, or

(ii) at least the cash equivalent of that consideration; and

(b) the offeror shall offer to acquire under the bid that percentage of the securities of the class subject to the bid that is at least equal to the highest percentage that the number of securities acquired from a seller in any such prior transaction was of the total number of securities of that class beneficially owned by that seller at the time of that prior transaction.

Exception

(2) Subsection (1) does not apply to trades effected in the normal course on a published market if the trades satisfy such conditions as may be specified by regulation.

Same

(3) Subsection (1) does not apply in such other circumstances as may be specified by regulation.

Restrictions on acquisitions after formal bid

93.3 (1) During the period beginning with the expiry of a formal bid and ending at the end of the 20th business day after that, whether or not any securities are taken up under the bid, an offeror shall not acquire or offer to acquire beneficial ownership of securities of the class that was subject to the bid except by way of a transaction that is generally available to holders of that class of securities on identical terms.

Exception

(2) Subsection (1) does not apply to trades effected in the normal course on a published market if the trades satisfy such conditions as may be specified by regulation.

Same

(3) Subsection (1) does not apply in such other circumstances as may be specified by regulation.

Prohibition on sales during formal bid

93.4 (1) An offeror, except pursuant to the formal bid, shall not sell, or make or enter into an agreement, commitment or understanding to sell, any securities of the class subject to the bid, or securities that are convertible into securities of that class, beginning on the day of the announcement of the offeror's intention to make the bid until the expiry of the bid.

Exception

(2) Despite subsection (1), an offeror may, before the expiry of a bid, make or enter into an agreement, commitment or understanding to sell securities that may be taken up by the offeror under the bid, after the expiry of the bid, if the intention to sell is disclosed in the bid circular.

Same

(3) Subsection (1) does not apply in such other circumstances as may be specified by regulation.

MAKING A FORMAL BID

Duty to make bid to all security holders

94. An offeror shall make a formal bid to all holders of the class of securities subject to the bid who are in Ontario by sending the bid,

(a) to each holder of that class of securities whose last address as shown on the books of the offeree issuer is in Ontario; and

(b) to each holder of securities that, before the expiry of the deposit period referred to in the bid, are convertible into securities of that class, whose last address as shown on the books of the offeree issuer is in Ontario.

Commencement of formal bid

Take-over bid

94.1 (1) An offeror shall commence a formal takeover bid,

(a) by publishing an advertisement containing a brief summary of the bid in at least one major daily newspaper of general and regular paid circulation in Ontario; or

(b) by sending the bid to the security holders described in section 94.

Issuer bid

(2) An offeror shall commence a formal issuer bid by sending the bid to the security holders described in section 94.

Duty to prepare and send offeror's circular

94.2 (1) An offeror making a formal bid shall prepare a take-over bid circular or an issuer bid circular, as the case may be, containing the information required by the regulations and in the form required by the regulations and shall send the bid circular either as part of the bid or together with the bid.

Formal take-over bid commenced by advertising

(2) An offeror commencing a formal take-over bid by means of an advertisement under clause 94.1(1)(a) shall,

(a) on or before the date of first publication of the advertisement, deliver the bid and the bid circular to the offeree issuer's principal office and file the bid, the bid circular and the advertisement;

(b) on or before the date of first publication of the advertisement, request from the offeree issuer a list of security holders described in section 94; and

(c) not later than two business days after receipt of the list of security holders referred to in clause (b), send the bid and the bid circular to those security holders.

Filing and delivery of take-over bid circular

(3) An offeror commencing a take-over bid under clause 94.1(1)(b) shall file the bid and the bid circular and deliver them to the offeree issuer's principal office on the day the bid is sent, or as soon as practicable after that.

Filing of issuer bid circular

(4) An offeror making a formal issuer bid shall file the bid and the bid circular on the day the bid is sent, or as soon as practicable after that.

Change in information

94.3 (1) If, before the expiry of a formal bid or after the expiry of a bid but before the expiry of all rights to withdraw the securities deposited under the bid, a change has occurred in the information contained in the bid circular or any notice of change or notice of variation that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid, the offeror shall promptly,

(a) issue and file a news release; and

(b) send a notice of the change to every person or company to whom the bid was required to be sent and whose securities were not taken up before the date of the change.

Exception

(2) Subsection (1) does not apply to a change that is not within the control of the offeror or of an affiliate of the offeror unless it is a change in a material fact relating to the securities being offered in exchange for securities of the offeree issuer.

Variation not a change

(3) For the purposes of this section, a variation in the terms of a bid does not constitute a change in information.

Form and contents of notice

(4) A notice of change in relation to a bid circular shall contain the information required by the regulations and be in the form required by the regulations.

Variation of terms

94.4 (1) If there is a variation in the terms of a formal bid, including any extension of the period during which securities may be deposited under the bid, and whether or not that variation results from the exercise of any right contained in the bid, the offeror shall promptly issue and file a news release and send a notice of variation to every person or company to whom the bid was required to be sent and whose securities were not taken up before the date of the variation.

Form and contents of notice

(2) A notice of variation in relation to a formal bid shall contain the information required by the regulations and be in the form required by the regulations.

Expiry of bid after variation

(3) If there is a variation in the terms of a formal bid, the period during which securities may be deposited under the bid shall not expire before 10 days after the date of the notice of variation.

Exception

(4) Subsections (1) and (3) do not apply to a variation in the terms of a bid consisting solely of the waiver of a condition in the bid and any extension of the bid resulting from the waiver where the consideration offered for the securities consists solely of cash, but in that case the offeror shall promptly issue and file a news release announcing the waiver.

No variation after deposit period

(5) A variation in the terms of a formal bid, other than a variation that is the waiver by the offeror of a condition that is specifically stated in the bid as being waivable at the sole option of the offeror, shall not be made after the expiry of the period, including any extension of the period, during which the securities may be deposited under the bid.

Filing and sending notice of change or variation

94.5 A notice of change or notice of variation in respect of a formal bid shall be filed and, in the case of a take-over bid, delivered to the offeree issuer's principal office on the day the notice of change or notice of variation is sent to security holders of the offeree issuer or as soon as practicable after that.

Change or variation in advertised take-over bid

94.6 (1) If a change or variation occurs to a formal take-over bid that was commenced by means of an advertisement and if the offeror has complied with clauses 94.2(2)(a) and (b) but has not yet sent the bid and the bid circular as required by clause 94.2(2)(c), the offeror shall,

(a) publish an advertisement that contains a brief summary of the change or variation in at least one major daily newspaper of general and regular paid circulation in Ontario;

(b) concurrently with the date of first publication of the advertisement,

(i) file the advertisement, and

(ii) file and deliver a notice of change or notice of variation to the offeree issuer's principal office; and

(c) subsequently send the bid, the bid circular and the notice of change or notice of variation to the security holders of the offeree issuer before the expiration of the period set out in clause 94.2(2)(c).

Exemption from s. 94.5

(2) If an offeror satisfies the requirements of subsection (1), the notice of change or notice of variation is not required to be filed and sent under section 94.5.

Consent of expert, bid circular

94.7 (1) If a report, valuation, statement or opinion of an expert is included in or accompanies a bid circular or any notice of change or notice of variation, the written consent of the expert to the use of the report, valuation, statement or opinion shall be filed concurrently with the bid circular or notice of change or notice of variation.

Definition

(2) For the purposes of this section,

"expert" includes a notary in Quebec, a solicitor, an auditor, an accountant, an engineer, a geologist, an appraiser or any other person or company whose profession or business gives authority to a statement made in a professional capacity by that person or company.

Delivery and date of bid documents

94.8 (1) A formal bid, a bid circular and every notice of change or notice of variation shall be mailed by prepaid mail to the intended recipient or delivered to the intended recipient by personal delivery, courier or other manner acceptable to the Director.

Same

(2) Except for a take-over bid commenced by means of an advertisement under clause 94.1(1)(a), a bid, bid circular, notice of change or notice of variation sent in accordance with subsection (1) shall be deemed to be dated as of the date it was sent to all or substantially all of the persons and companies entitled to receive it.

Same

(3) If a take-over bid is commenced by means of an advertisement under clause 94.1(1)(a), the bid, bid circular, notice of change or notice of variation shall be deemed to have been dated as of the date of first publication of the relevant advertisement.

OFFEREE ISSUER'S OBLIGATIONS

Duty to prepare and send directors' circular

95. (1) If a formal take-over bid has been made, the board of directors of the offeree issuer shall prepare and send, not later than 15 days after the date of the bid, a directors' circular to every person or company to whom the bid was required to be sent.

Duty to evaluate and advise

(2) The board of directors of the offeree issuer shall evaluate the terms of a formal take-over bid and, in the directors' circular,

(a) shall recommend to security holders that they accept or reject the bid and give reasons for the recommendation;

(b) shall advise security holders that the board is unable to make, or is not making, a recommendation and state the reasons for being unable to make a recommendation or for not making a recommendation; or

(c) shall advise security holders that the board is considering whether to make a recommendation to accept or reject the bid, shall state the reasons for not making a recommendation in the directors' circular and may advise security holders that they should not deposit their securities under the bid until they receive further communication from the board in accordance with clause (a) or (b).

Further communication

(3) If clause (2)(c) applies, the board of directors shall communicate to security holders a recommendation or the decision that it is unable to make, or is not making, a recommendation, together with the reasons for the recommendation or the decision, at least seven days before the scheduled expiry of the period during which securities may be deposited under the bid.

Form and contents of circular

(4) A directors' circular shall contain the information required by the regulations and be in the form required by the regulations.

Notice of change

95.1 (1) If, before the expiry of a take-over bid or after the expiry of a take-over bid but before the expiry of all rights to withdraw the securities deposited under the bid, a change has occurred in the information contained in the directors' circular or in any notice of change to the directors' circular that would reasonably be expected to affect the decision of the security holders to accept or reject the bid, the board of directors of the offeree issuer shall promptly issue and file a news release relating to the change and send a notice of the change to

every person or company to whom the take-over bid was required to be sent disclosing the nature and substance of the change.

Form and contents of notice

(2) A notice of change in relation to a directors' circular shall contain the information required by the regulations and be in the form required by the regulations.

Filing directors' circular or notice of change

95.2 The board of directors of the offeree issuer shall concurrently file the directors' circular or a notice of change in relation to it and deliver it to the principal office of the offeror not later than the date on which it is sent to the security holders of the offeree issuer, or as soon as practicable after that.

Individual director's or officer's circular

96. (1) An individual director or officer may recommend acceptance or rejection of a take-over bid if the director or officer sends with the recommendation a separate director's or officer's circular to every person or company to whom the take-over bid was required to be sent.

Notice of change

(2) If, before the expiry of a take-over bid or after the expiry of a take-over bid but before the expiry of all rights to withdraw the securities deposited under the bid, a change has occurred in the information contained in a director's or officer's circular or any notice of change in relation to it that would reasonably be expected to affect the decision of the security holders to accept or reject the bid, other than a change that is not within the control of the director or officer, as the case may be, that director or officer shall promptly send a notice of change to every person or company to whom the take-over bid was required to be sent.

Form and contents of circular

(3) A director's or officer's circular shall contain the information required by the regulations and be in the form required by the regulations.

Delivery to offeree issuer

(4) A director's or officer's obligation to send a circular under subsection (1) or to send a notice of change under subsection (2) may be satisfied by sending the circular or the notice of change, as the case may be, to the board of directors of the offeree issuer.

Circulation of documents

(5) If a director or officer sends to the board of directors of the offeree issuer a circular under subsection (1) or a notice of change under subsection (2), the board, at the offeree issuer's expense, shall promptly send a copy of the circular or notice to every person or company to whom the take-over bid was required to be sent.

Filing

(6) The board of directors of the offeree issuer or the individual director or officer, as the case may be, shall concurrently file the director's or officer's circular or a notice of change in relation to it and send it to the principal office of the offeror not later than the date on which it is sent to the security holders of the offeree issuer, or as soon as practicable after that.

Form and contents of notice

(7) A notice of change in relation to a director's or officer's circular shall contain the information required by the regulations and be in the form required by the regulations.

Consent of expert, directors' circular, etc.

96.1 If a report, valuation, statement or opinion of an expert, as defined in subsection 94.7(2), is included in or accompanies a directors' circular, an individual director's or officer's circular or a notice of change, the written

consent of the expert to the use of the report, valuation, statement or opinion shall be filed concurrently with the circular or notice.

Methods of delivery of offeree issuer's documents

96.2 (1) A directors' circular, an individual director's or officer's circular and every notice of change shall be mailed by pre-paid mail to the intended recipient or delivered to the intended recipient by personal delivery, courier or other manner acceptable to the Director.

Date of documents

(2) Any circular or notice sent in accordance with this section shall be deemed to be dated as of the date it was sent to all or substantially all of the persons and companies entitled to receive it.

OFFEROR'S OBLIGATIONS

Consideration

97. (1) If a formal bid is made, all holders of the same class of securities shall be offered identical consideration.

Same

(2) Subsection (1) does not prohibit an offeror from offering an identical choice of consideration to all holders of the same class of securities.

Increase in consideration

(3) If a variation in the terms of a formal bid before the expiry of the bid increases the value of the consideration offered for the securities subject to the bid, the offeror shall pay that increased consideration to each person or company whose securities are taken up under the bid, whether or not the securities were taken up by the offeror before the variation of the bid.

Prohibition against collateral agreements

97.1 (1) If a person or company makes or intends to make a formal bid, the person or company or any person or company acting jointly or in concert with that person or company shall not enter into any collateral agreement, commitment or understanding that has the effect, directly or indirectly, of providing a security holder of the offeree issuer with consideration of greater value than that offered to the other security holders of the same class of securities.

Exception, employment benefit arrangements

(2) Subsection (1) does not apply to such employment compensation arrangements, severance arrangements or other employment benefit arrangements as may be specified by regulation.

Proportionate take up and payment

97.2 (1) If a formal bid is made for less than all of the class of securities subject to the bid and a greater number of securities is deposited under the bid than the offeror is bound or willing to acquire under the bid, the offeror shall take up and pay for the securities proportionately, disregarding fractions, according to the number of securities deposited by each security holder.

Deemed deposit, pre-bid transactions

(2) For the purposes of subsection (1), any securities acquired in a pre-bid transaction to which subsection 93.2(1) applies shall be deemed to have been deposited under the bid by the person or company who was the seller in the pre-bid transaction.

Exceptions

(3) Subsection (1) does not apply in such circumstances as may be specified by regulation.

Financing arrangements

97.3 (1) If a formal bid provides that the consideration for the securities deposited under the bid is to be paid in cash or partly in cash, the offeror shall make adequate arrangements before the bid to ensure that the required funds are available to make full payment for the securities that the offeror has offered to acquire.

Conditional financing arrangements

(2) The financing arrangements required to be made under subsection (1) may be subject to conditions if, at the time the bid is commenced, the offeror reasonably believes the possibility to be remote that, if the conditions of the bid are satisfied or waived, the offeror will be unable to pay for the securities deposited under the bid due to a financing condition not being satisfied.

BID MECHANICS

Minimum deposit period

98. (1) An offeror shall allow securities to be deposited under a formal bid for at least 35 days from the date of the bid.

Prohibition on take up

(2) An offeror shall not take up securities deposited under a formal bid until the expiration of 35 days from the date of the bid.

Withdrawal of securities

98.1 (1) A security holder may withdraw securities deposited under a formal bid,

(a) at any time before the securities have been taken up by the offeror;

(b) at any time before the expiration of 10 days from the date of a notice of change under section 94.3 or a notice of variation under section 94.4; or

(c) if the securities have not been paid for by the offeror within three business days after the securities have been taken up.

Exceptions

(2) The right of withdrawal under clause (1)(b) does not apply if the securities have been taken up by the offeror before the date of the notice of change or notice of variation or if one or both of the following circumstances occur:

1. A variation in the terms of the bid consisting only of an increase in consideration offered for the securities and an extension of the time for deposit to not later than 10 days after the date of the notice of variation.

2. A variation in the terms of the bid consisting solely of the waiver of one or more of the conditions of the bid where the consideration offered for the securities subject to the bid consists solely of cash.

Method of withdrawing

(3) The withdrawal of any securities under subsection (1) shall be made by sending a written notice to the depository designated in the bid circular and becomes effective on its receipt by the depository.

Duty to return securities

(4) If notice is given in accordance with subsection (3), the offeror shall promptly return the securities to the security holder.

Effect of market purchases

98.2 If an offeror purchases securities under an exemption to subsection 93.1(1), those purchased securities shall be counted in determining whether a condition as to the minimum number of securities to be deposited under a bid has been fulfilled, but shall not reduce the number of securities the offeror is bound to take up under the bid.

Obligation to take up and pay for deposited securities

98.3 (1) If all the terms and conditions of a formal bid have been complied with or waived, the offeror shall take up and pay for securities deposited under the bid not later than 10 days after the expiry of the bid or at the time required by subsection (2) or (3), whichever is earliest.

Same

(2) An offeror shall pay for any securities taken up under a formal bid as soon as possible, and in any event not later than three business days after the securities deposited under the bid are taken up.

Same

(3) Securities deposited under a formal bid subsequent to the date on which the offeror first takes up securities deposited under the bid shall be taken up and paid for by the offeror not later than 10 days after the deposit of the securities.

Bid not to be extended

(4) An offeror may not extend its formal bid if all the terms and conditions of the bid have been complied with or waived, unless the offeror first takes up all securities deposited under the bid and not withdrawn.

Maximum number of securities required to be taken up

(5) Despite subsections (3) and (4), if a formal bid is made for less than all of the class of securities subject to the bid, an offeror is only required to take up, by the times specified in those subsections, the maximum number of securities that the offeror can take up without contravening section 97 or 97.2 at the expiry of the bid.

Effect of waiver of terms or conditions

(6) Despite subsection (4), if the offeror waives any terms or conditions of a formal bid and extends the bid in circumstances where the rights of withdrawal conferred by clause 98.1(1)(b) are applicable, the bid shall be extended without the offeror first taking up the securities which are subject to the rights of withdrawal.

Expiry of the bid

98.4 A formal bid expires at the later of,

(a) the end of the period, including any extension, during which securities may be deposited under the bid; and

(b) the time at which the offeror becomes obligated by the terms of the bid to take up or reject securities deposited under the bid.

Return of deposited securities

98.5 If, following the expiry of a bid, an offeror knows that it will not take up securities deposited under the bid, the offeror shall promptly issue and file a news release to that effect and return the securities to the security holders.

News release on expiry of bid

98.6 If all the terms and conditions of a bid have been complied with or waived, the offeror shall issue and file a news release to that effect promptly after the expiry of the bid, and the news release shall disclose,

(a) the approximate number of securities deposited; and

(b) the approximate number that will be taken up.

Filing of documents

98.7 An offeror making a formal bid, and an offeree issuer whose securities are the subject of a formal bid, shall file copies of the documents required by the regulations and any amendments to those documents, in accordance with the regulations, unless the documents and amendments have been previously filed.

Certification of bid circulars

99. (1) A bid circular, or a notice of change or notice of variation in respect of the bid circular required under this Part shall contain a certificate of the offeror in the form required by the regulations and the certificate must be signed,

(a) if the offeror is a person or company other than an individual, by each of the following:

(i) the chief executive officer or, in the case of a person or company that does not have a chief executive officer, the individual who performs similar functions to a chief executive officer,

(ii) the chief financial officer or, in the case of a person or company that does not have a chief financial officer, the individual who performs similar functions to a chief financial officer, and

(iii) two directors, other than the chief executive officer and the chief financial officer, who are duly authorized by the board of directors of that person or company to sign on behalf of the board of directors; or

(b) if the offeror is an individual, by the individual.

Same, fewer than four directors

(2) For the purposes of clause (1)(a), if the offeror has fewer than four directors and officers, the certificate must be signed by all of the directors and officers.

Same, directors' circulars

(3) A directors' circular or a notice of change in respect of a directors' circular required under this Part must contain a certificate of the board of directors of the offeree issuer in the form required by the regulations and the certificate must be signed by two directors who are duly authorized by the board of directors of the offeree issuer to sign on behalf of the board of directors.

Same, individual director's or officer's circular

(4) Every person who files and sends an individual director's or officer's circular or a notice of change in respect of an individual director's or officer's circular under this Part shall ensure that the circular or notice contains a certificate in the form required by the regulations and the certificate must be signed by or on behalf of the director or officer sending the circular or notice.

Substitute signatories

(5) If the Director is satisfied that either or both of the chief executive officer or chief financial officer cannot sign a certificate required under this Part, the Director may accept a certificate signed by another officer or director.

Obligation to provide security holder list

99.1 (1) If a person or company makes or proposes to make a formal take-over bid for a class of securities of an issuer that is not otherwise required by law to provide a list of its security holders to the person or company, the issuer shall provide a list of holders of that class of securities, and any known holder of an

option or right to acquire securities of that class, to enable the person or company to carry out the bid in compliance with this Part.

Access to corporate records

(2) For the purposes of subsection (1), section 21 of the *Canada Business Corporations Act* applies with necessary modifications to the person or company making or proposing to make the take-over bid and to the issuer, except that the affidavit that accompanies the request for the list of security holders shall state that the list will not be used except in connection with a formal take-over bid for securities of the issuer.

EXEMPT TAKE-OVER BIDS

Normal course purchase exemption

100. A take-over bid is exempt from the formal bid requirements if all of the following conditions are satisfied:

1. The bid is for not more than 5 per cent of the outstanding securities of a class of securities of the offeree issuer.

2. The aggregate number of securities acquired in reliance on this exemption by the offeror and any person or company acting jointly or in concert with the offeror within any period of 12 months, when aggregated with acquisitions otherwise made by the offeror and any person or company acting jointly or in concert with the offeror within the same 12-month period, other than under a formal bid, does not exceed 5 per cent of the outstanding securities of that class at the beginning of the 12month period.

3. There is a published market for the class of securities that are the subject of the bid.

4. The value of the consideration paid for any of the securities acquired is not in excess of the market price at the date of acquisition as determined in accordance with the regulations, plus reasonable brokerage fees or commissions actually paid.

Private agreement exemption

100.1 (1) A take-over bid is exempt from the formal bid requirements if all of the following conditions are satisfied:

1. Purchases are made from not more than five persons or companies in the aggregate, including persons or companies located outside of Ontario.

2. The bid is not made generally to security holders of the class of securities that is the subject of the bid, so long as there are more than five security holders of the class.

3. If there is a published market for the securities acquired, the value of the consideration paid for any of the securities, including brokerage fees or commissions, is not greater than 115 per cent of the market price of the securities at the date of the bid as determined in accordance with the regulations.

4. If there is no published market for the securities acquired, there is a reasonable basis for determining that the value of the consideration paid for any of the securities is not greater than 115 per cent of the value of the securities.

Determination of number of security holders

(2) For the purposes of subsection (1), if an offeror makes an offer to acquire securities from a person or company and the offeror knows or ought to know after reasonable enquiry that the person or company acquired the securities in order that the offeror might make use of the exemption under subsection (1), then each person or company from whom those securities were acquired shall be included in the determination of the number of persons and companies to whom an offer to acquire has been made.

Same

(3) For the purposes of subsection (1), if an offeror makes an offer to acquire securities from a person or company and the offeror knows or ought to know after reasonable enquiry that the person or company from whom the acquisition is being made is acting as a nominee, agent, trustee, executor, administrator or other legal representative for one or more other persons or companies having a direct beneficial interest in those securities, then each of those other persons or companies shall be included in the determination of the number of persons and companies to whom an offer to acquire has been made.

Same

(4) Despite subsection (3), a trust or estate is to be considered a single security holder in the determination of the number of persons and companies to whom an offer to acquire has been made,

(a) if an inter vivos trust has been established by a single settlor; or

(b) if an estate has not vested in all who are beneficially entitled to it.

Non-reporting issuer exemption

100.2 A take-over bid is exempt from the formal bid requirements if the offeree issuer is not a reporting issuer and if such other conditions as may be specified by regulation are satisfied.

Foreign take-over bid exemption

100.3 Subject to section 100.5, a take-over bid is exempt from the formal bid requirements if all of the following conditions are satisfied:

1. Security holders whose last address as shown on the books of the offeree issuer is in Canada hold less than 10 per cent of the outstanding securities of the class subject to the bid at the commencement of the bid.

2. The offeror reasonably believes that security holders in Canada beneficially own less than 10 per cent of the outstanding securities of the class subject to the bid at the commencement of the bid.

3. The published market on which the greatest dollar volume of trading in securities of that class occurred during the 12 months immediately preceding the commencement of the bid was not in Canada.

4. Security holders in Ontario are entitled to participate in the bid on terms at least as favourable as the terms that apply to the general body of security holders of the same class.

Exemption, fewer than 50 beneficial owners

100.4 Subject to section 100.5, a take-over bid is exempt from the formal bid requirements if both of the following conditions are satisfied:

1. The number of beneficial owners of securities of the class subject to the bid in Ontario is fewer than 50 and the securities held by them constitute, in aggregate, less than 2 per cent of the outstanding securities of that class.

2. Security holders in Ontario are entitled to participate in the bid on terms at least as favourable as the terms that apply to the general body of security holders of the same class.

Restriction, required disclosure

100.5 A take-over bid described in section 100.3 or 100.4 is not exempt from the formal bid requirements unless,

(a) the information and documents specified by regulation are provided to security holders in Ontario in accordance with the regulations; and

(b) the information specified by regulation about the bid is made public in accordance with the regulations.

Exemption by regulation

100.6 A take-over bid is exempt from the formal bid requirements if it is exempted by the regulations.

EXEMPT ISSUER BIDS

Issuer acquisition or redemption exemption

101. An issuer bid for a class of securities is exempt from the formal bid requirements if any of the following conditions is satisfied:

1. The securities are purchased, redeemed or otherwise acquired in accordance with the terms and conditions attaching to the class of securities that permit the purchase, redemption or acquisition of the securities by the issuer without the prior agreement of the owners of the securities, or the securities are acquired to meet sinking fund or purchase fund requirements.

2. The purchase, redemption or other acquisition is required by the terms and conditions attaching to the class of securities or by the statute under which the issuer was incorporated, organized or continued.

3. The terms and conditions attaching to the class of securities contain a right of the owner to require the issuer of the securities to redeem, repurchase, or otherwise acquire the securities, and the securities are acquired pursuant to the exercise of the right.

Employee, executive officer, director and consultant exemption

101.1 An issuer bid is exempt from the formal bid requirements if the securities are acquired from a current or former employee, executive officer, director or consultant of the issuer or of an affiliate of the issuer and, if there is a published market in respect of the securities,

(a) the value of the consideration paid for any of the securities acquired is not greater than the market price of the securities at the date of the acquisition, determined in accordance with the regulations; and

(b) the aggregate number of securities or, in the case of convertible debt securities, the aggregate principal amount of securities acquired by the issuer within any period of 12 months in reliance on the exemption provided by this subsection does not exceed 5 per cent of the securities of that class outstanding at the beginning of the 12-month period.

Normal course issuer bid exemptions Designated exchange

101.2 (1) An issuer bid that is made in the normal course through the facilities of a designated exchange is exempt from the formal bid requirements if the bid is made in accordance with the bylaws, rules, regulations and policies of that exchange.

Other published markets

(2) An issuer bid that is made in the normal course on a published market, other than a designated exchange, is exempt from the formal bid requirements if all of the following conditions are satisfied:

1. The bid is for not more than 5 per cent of the outstanding securities of a class of securities of the issuer.

2. The aggregate number of securities or, in the case of convertible debt securities, the aggregate principal amount of securities acquired in reliance on this exemption by the issuer and any person or company acting jointly or in concert with the issuer within any period of 12 months does not exceed 5 per cent of the outstanding securities of that class at the beginning of the 12-month period.

3. The value of the consideration paid for any of the securities acquired is not in excess of the market price at the date of acquisition as determined in accordance with the regulations, plus reasonable brokerage fees or commissions actually paid.

News release

(3) An issuer making a bid under subsection (1) shall promptly file any news releases that the designated exchange requires to be issued.

Same

(4) An issuer making a bid under subsection (2) shall issue and file, at least five days before the commencement of the bid, a news release containing the information prescribed by the regulations.

Definition

(5) In this section,"designated exchange" means the Toronto Stock Exchange, the TSX Venture Exchange or other exchange designated by the Commission for the purpose of this section.

Non-reporting issuer exemption

101.3 An issuer bid is exempt from the formal bid requirements if the issuer is not a reporting issuer and if such other conditions as may be specified by regulation are satisfied.

Foreign issuer bid exemption

101.4 Subject to section 101.6, an issuer bid is exempt from the formal bid requirements if all of the following conditions are satisfied:

1. Security holders whose last address as shown on the books of the offeree issuer is in Canada hold less than 10 per cent of the outstanding securities of the class subject to the bid at the commencement of the bid.

2. The offeror reasonably believes that security holders in Canada beneficially own less than 10 per cent of the outstanding securities of the class subject to the bid at the commencement of the bid.

3. The published market on which the greatest dollar volume of trading in securities of that class occurred during the 12 months immediately preceding the commencement of the bid was not in Canada.

4. Security holders in Ontario are entitled to participate in the bid on terms at least as favourable as the terms that apply to the general body of security holders of the same class.

Exemption, fewer than 50 beneficial owners

101.5 Subject to section 101.6, an issuer bid is exempt from the formal bid requirements if both of the following conditions are satisfied:

1. The number of beneficial owners of securities of the class subject to the bid in Ontario is fewer than 50 and the securities held by them constitute, in aggregate, less than 2 per cent of the outstanding securities of that class.

2. Security holders in Ontario are entitled to participate in the bid on terms at least as favourable as the terms that apply to the general body of security holders of the same class.

Restriction, required disclosure

101.6 An issuer bid described in section 101.4 or 101.5 is not exempt from the formal bid requirements unless,

(a) the information and documents specified by regulation are provided to security holders in Ontario in accordance with the regulations; and

(b) the information specified by regulation about the bid is made public in accordance with the regulations.

Exemption by regulation

101.7 An issuer bid is exempt from the formal bid requirements if it is exempted by the regulations.

EARLY WARNING SYSTEM

Definitions

102. For the purposes of sections 102.1 and 102.2,

"acquiror" means a person or company who acquires a security other than by way of a formal bid; ("acquereur")

"acquiror's securities" means securities of an offeree issuer that are beneficially owned, or over which control or direction is exercised, on the date of an offer to acquire, by an acquiror or by any person or company acting jointly or in concert with the acquiror. ("valeurs mobilieres de 1'acquereur")

10 per cent rule

102.1 (1) Every acquiror who acquires beneficial ownership of, or the power to exercise control or direction over, voting or equity securities of any class of a reporting issuer or securities convertible into voting or equity securities of any class of a reporting issuer that, when added to the acquiror's securities of that class, would constitute 10 per cent or more of the outstanding securities of that class, shall disclose the acquisition in the manner and form required by regulation.

Same, further 2 per cent rule

(2) An acquiror who is required to make disclosure under subsection (1) shall make further disclosure in the manner and form required by regulation each time any of the following events occur:

1. The acquiror or any person or company acting jointly or in concert with the acquiror acquires beneficial ownership of, or the power to exercise control or direction over,

   i. an additional 2 per cent or more of the outstanding securities of the class to which the disclosure required under subsection (1) relates, or

   ii. securities convertible into an additional 2 per cent or more of the outstanding securities referred to in subparagraph i.

2. There is a change in any material fact in the disclosure required under paragraph 1 or under subsection (1).

Period when acquisitions prohibited

(3) During the period beginning on the occurrence of an event in respect of which disclosure is required to be made under this section and ending on the expiry of one business day after the date that the disclosure is made, the acquiror required to make the disclosure or any person or company acting jointly or in concert with the acquirer shall not acquire or offer to acquire beneficial ownership of any securities of the class in respect of which the disclosure is made or any securities convertible into securities of that class.

Exemption

(4) Subsection (3) does not apply to an acquiror who has beneficial ownership of, or the power to exercise control or direction over, securities that, together with the acquiror's securities of that class, constitute 20 per cent or more of the outstanding securities of that class.

Acquisitions during a bid by an acquiror, 5 per cent rule

102.2 (1) If, after a formal bid has been made for voting or equity securities of a reporting issuer and before the expiry of the bid, an acquiror acquires beneficial ownership of, or the power to exercise control or direction

over, securities of the class subject to the bid which, when added to the acquiror's securities of that class, constitute 5 per cent or more of the outstanding securities of that class, the acquiror shall disclose the acquisition in the manner and form required by regulation.

Same, further 2 per cent rule

(2) An acquiror who is required to make disclosure under subsection (1) shall make further disclosure in the manner and form required by regulation each time the acquiror or any person or company acting jointly or in concert with the acquiror acquires beneficial ownership of, or the power to exercise control or direction over, an additional 2 per cent or more of the outstanding securities of the class to which the disclosure required under subsection (1) relates.

APPLICATIONS AND EXEMPTIONS

Definition

103. In sections 104 and 105,

"interested person" means,

(a) an offeree issuer,

(b) a security holder, director or officer of an offeree issuer,

(c) an offeror,

(d) an acquiror as defined in section 102,

(e) the Director, and

(f) any person or company who in the opinion of the Commission or the Superior Court of Justice, as the case may be, is proper to make an application under section 104 or 105, as the case may be.

Application to the Commission

104. (1) On application by an interested person, if the Commission considers that a person or company has not complied with, or is not complying with, a requirement under this Part or the regulations related to this Part, the Commission may make an order,

(a) restraining the distribution of any document or any communication used or issued in connection with a take-over bid or an issuer bid;

(b) requiring an amendment to or variation of any document or any communication used or issued in connection with a take-over bid or an issuer bid and requiring the distribution of amended, varied or corrected documents or communications;

(c) directing any person or company to comply with a requirement under this Part or the regulations related to this Part;

(d) restraining any person or company from contravening a requirement under this Part or the regulations related to this Part; and

(e) directing the directors and officers of any person or company to cause the person or company to comply with or to cease contravening a requirement under this Part or the regulations related to this Part.

Exemptions

(2) On application by an interested person and subject to such terms and conditions as the Commission may impose, if the Commission is satisfied that it would not be prejudicial to the public interest, the Commission may,

(a) decide for the purposes of section 97.1 that an agreement, commitment or understanding with a selling security holder is made for reasons other than to increase the value of the consideration paid to the selling security holder for the securities of the selling security holder and that the agreement, commitment or understanding may be entered into despite that section;

(b) vary any time period set out in this Part or the regulations related to this Part; and

(c) exempt a person or company from any of the requirements of this Part or the regulations related to this Part.

Application to the court

105. On application by an interested person, if the Superior Court of Justice is satisfied that a person or company has not complied with a requirement under this Part or the regulations related to this Part, the Superior Court of Justice may make such interim or final order as the Court thinks fit, including, without limitation, an order,

(a) compensating any interested person who is a party to the application for damages suffered as a result of a contravention of a requirement of this Part or the regulations related to this Part;

(b) rescinding a transaction with any interested person, including the issue of a security or an acquisition and sale of a security;

(c) requiring any person or company to dispose of any securities acquired under or in connection with a take-over bid or an issuer bid;

(d) prohibiting any person or company from exercising any or all of the voting rights attaching to any securities; or

(e) requiring the trial of an issue.

TRANSITIONAL MATTERS

Transition

105.1 This Part and the regulations related to it, as they read immediately before this section comes into force, continue to apply in respect of every take-over bid and issuer bid commenced before this section comes into force.

9. (1) The French version of subsection 131(2) of the Act is amended by striking out "une circulaire de in direction**" and substituting "**une circulaire des administrateurs**".**

(2) The French version of clause 131(5)(a) of the Act is amended by striking out "la circulaire de la direction**" and substituting "**la circulaire des administrateurs**".**

(3) The French version of clause 131(5)(b) of the Act is amended by striking out "la circulaire de la direction**" and substituting "**la circulaire des administrateurs**".**

(4) Subsection 131(10) of the Act is repealed and the following substituted:

Deemed issuer bid circular

(10) Where the offeror in an issuer bid that is exempted by subsection 101.2(1) from the formal bid requirements of Part XX is required, by the by-laws, regulations or policies of the applicable designated stock exchange to file with it or deliver to security holders of the offeree issuer a disclosure document, the disclosure document shall be deemed, for the purposes of this section, to be an issuer bid circular delivered to the security holders as required by Part XX.

10. Section 133 of the Act is amended by striking out "were required to be delivered but were not delivered in compliance with section 95 or section 98**" and substituting "**were required under Part XX to be sent or delivered but were not sent or delivered in accordance with that Part**".**

11. (1) The French version of clause (a) of the definition of "core document" in section 138.1 of the Act is amended by striking out "une circulaire de la direction**" in the portion before subclause (i) and substituting "**une circulaire des administrateurs**".**

(2) The French version of clause (b) of the defmition of "core document" in section 138.1 of the Act is amended by striping out "une circulaire de la direction**" in the portion before subclause (i) and substituting "**une circulaire des administrateurs**".**

(3) The French version of the definition of "expert" in section 138.1 of the Act is amended by striking out "estimateur**" and substituting "**evaluateur**".**

12. (1) The French version of sub-subparagraph 2 ii A of subsection 138.5(1) of the Act is amended by striking out "le marche officiel**" and substituting "**un marche organise".

(2) The French version of sub-subparagraph 2 ii B of subsection 138.5(1) of the Act is amended by striking out "marche officiel**" and substituting "**marche organise**".**

(3) The French version of subparagraph 3 i of subsection 138.5(1) of the Act is amended by striking out "le marche officiel**" and substituting "**un marche organise**".**

(4) The French version of subparagraph 3 ii of subsection 138.5(1) of the Act is amended by striking out "marche officiel**" and substituting "**marche organise**".**

(**5) The French version of sub-subparagraph 2 ii A of subsection 138.5(2) of the Act is amended by striking out "**le marche officiel**" and substituting "**un marche organise**".**

(6) The French version of sub-subparagraph 2 ii B of subsection 138.5(2) of the Act is amended by striking out "marche officiel**" and substituting "**marche organise**".**

(7) The French version of subparagraph 3 i of subsection 138.5(2) of the Act is amended by striking out "le marche officiel**" and substituting "**un marche organise**".**

(8) The French version of subparagraph 3 ii of subsection 138.5(2) of the Act is amended by striking out "marche officiel**" and substituting "**marche organise**".**

13. (1) The French version of paragraph 27 of subsection 143(1) of the Act is amended by striking out "valeurs mobilieres participantes**" and substituting "**titres de participation**" and by striking out "**les valeurs mobilieres sont detenues**" and substituting "**ces valeurs et ces titres sont Menus**".**

(2) Paragraph 28 of subsection 143(1) of the Act is repealed and the following substituted:

28. Regulating take-over bids, issuer bids, insider bids, going-private transactions, business combinations and related party transactions, including,

i. providing for the matters that, under Part XX, may be specified by regulation or required by the regulations or that, under Part XX, must or may be determined or done in accordance with the regulations,

ii. varying the requirements of sections 93.1 to 93.4, providing exemptions from any of those sections or removing any exemption set out in those sections,

iii. varying the requirements of sections 94 to 99.1 or providing exemptions from any of those sections,

iv. removing any exemption set out in sections 100 to 100.4 or 101 to 101.5,

v. establishing exemptions under sections 100.6 and 101.7,

vi. varying the requirements of sections 102.1 and 102.2 or providing exemptions from either of those sections,

vii. prescribing requirements in respect of issuer bids, insider bids, going-private transactions and related party transactions, for disclosure, valuations, review by independent committees of boards of directors and approval by minority security holders,

viii. prescribing requirements respecting defensive tactics in connection with take-over bids, and

ix. varying any or all of the time periods in Part XX.

(3) The French version of subparagraph 39 v of subsection 143(1) of the Act is amended by striking out "les circulaires de la direction**" at the end and substituting "**les circulaires des administrateurs**".**

(4) Subsection 143(1) of the Act is amended by adding the following paragraph:

52.1 Permitting a distribution or additional distribution under subsection 57(2.2) to proceed without a receipt for an amendment.

14. (1) Section 143.10 of the Act is amended by adding the following subsection:

Exception

(1.1) Despite subsection (1), the Commission is not required to publish an agreement, memorandum of understanding or arrangement if the principal purpose of the agreement, memorandum of understanding or arrangement relates to,

(a) the provision of products or services by a party not named in subsection (1);

(b) the sharing of costs incurred by a party named in subsection (1); or

(c) the provision of services by, or the temporary transfer of, an employee of a party named in subsection (1).

(2) Subsection 143.10(2) of the Act is amended by adding at the end "or, if publication under subsection (1) is not required, within 60 days after it is delivered to the Minister**".**

(3) Subsection 143.10(4) of the Act is repealed and the following substituted:

Same

(4) If the Minister does not approve or reject the agreement, memorandum of understanding or arrangement within the 60-day period described in subsection (2), it comes into effect on the date specified in it or, if no date is specified, upon the expiry of that 60-day period.

(4) Subsection 143.10(6) of the Act is repealed.

Commencement

15. (1) Subject to subsection (2), this Schedule comes into force on the day the *Budget Measures and Interim Appropriation Act, 2007* receives Royal Assent.

Same

(2) Sections 1, 3, 4, 5, 6, 8, 9, 10, 11 and 13 come into force on a day to be named by proclamation of the Lieutenant Governor.

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
49 North 2007 Resource Flow-Through Limited Partnership
Principal Regulator - Saskatchewan
Type and Date:
Preliminary Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$ * (MAXIMUM OFFERING); $ * (MINIMUM OFFERING); A MAXIMUM OF * AND A MINIMUM OF * LIMITED PARTNERSHIP UNITS Subscription Price: $5.00 per Unit Minimum Subscription: 500 Units - $2,500
Underwriter(s) or Distributor(s):
Union Securities Ltd.
Promoter(s):
49 North 2006 Resource Fund Inc.
Tom MacNeill
Project #1071842

Issuer Name:
Coro Mining Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated March 29, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$ * - * Share; Price: $ * per Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
RBC Dominion Securities Inc.
Dundee Securities Corporation
Promoter(s):
-
Project #1074196

Issuer Name:
Elliott & Page Canadian Bond Plus Fund
Elliott & Page Global Monthly Income Fund
Elliott & Page Global Real Estate Fund
Elliott & Page U.S. Value Fund
MIX Global Opportunities Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated March 26, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
Advisor Series, Series F and Series I securities
Underwriter(s) or Distributor(s):
Elliott & Page Limited
Promoter(s):
Elliott & Page Limited
Project #1069345

Issuer Name:
Fairfax Financial Holdings Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Shelf Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
US$750,000,000.00 - Subordinate Voting Shares; Preferred Shares; Debt Securities; Warrants
Share Purchase Contracts; Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1076748

Issuer Name:
General Motors Acceptance Corporation of Canada, Limited
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Short Form Shelf Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
Debt Securities: $7,000,000,000.00 - Unconditionally guaranteed as to principal and interest by
GMAC LLC, a Delaware limited liability company
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1029464

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Issuer Name:
Global Wealth Management Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$ * - * Units Price: $10.00 per Unit Minimum Purchase: 100 Units
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Blackmont Capital Inc.
Richardson Partners Financial Limited
Wellington West Capital Inc.
Berkshire Securities Inc.
Desjardins Securities Inc.
Promoter(s):
Frontieralt Investment Management Corporation
Project #1075733

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Issuer Name:
Hartford Canadian Balanced Fund
Hartford Canadian Bond Fund
Hartford Canadian Dividend Growth Fund
Hartford Canadian Equity Income Fund
Hartford Canadian Stock Fund
Hartford Canadian Value Fund
Hartford Capital Appreciation Fund
Hartford Global Balanced Fund
Hartford Global Leaders Fund
Hartford U.S. Dividend Growth Fund
Hartford U.S. Stock Fund
Hartford Canadian Money Market Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated March 27, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
DCA Class L1 units, DCA Class L3 units, Class L1 units and Class L3 units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Hartford Investments Canada Corp.
Project #1070732

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Issuer Name:
High Arctic Energy Services Trust
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
$28,396,539.60 - 10,921,746 Trust Units Price: $2.60 per Trust Unit
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
High Arctic Energy Services Inc.
Project #1072143

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Issuer Name:
High Rider Capital Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
$850,000.00 - 8,500,000 Common Shares Price: $0.10 per common share
Underwriter(s) or Distributor(s):
Union Securities Ltd.
Promoter(s):
-
Project #1077280

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Issuer Name:
Medical Ventures Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$5,000,000.00 to $10,000,000 - * Units Price: $ * per Unit
Underwriter(s) or Distributor(s):
Sprott Securities Inc.
Blackmont Capital Inc.
Promoter(s):
-
Project #1076725

Issuer Name:
Meritus Minerals Ltd.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated March 26, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$1,250,000.00 to $1,500,000.00 - Minimum 5,000,000 Common Shares and a Maximum 6,000,000 Common Shares Price: $0.25 per Common Share
Underwriter(s) or Distributor(s):
Global Securities Corporation
Promoter(s):
Terence E. Bates
Project #1069713

Issuer Name:
Mirabela Nickel Limited
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated March 26, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
C$ * - * Shares Price: $ * per Share
Underwriter(s) or Distributor(s):
Sprott Securites Inc.
Dundee Securities Corporation
GMP Securities L.P.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
Promoter(s):
-
Project #1071199

Issuer Name:
OnePak Global Corporation
Type and Date:
Preliminary Prospectus dated March 23, 2007
Receipted on March 28, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1070638

Issuer Name:
Rider Resources Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated March 27, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
$54,375,000.00 - 7,500,000 Subscription Receipts, each representing the right to receive one common share
Underwriter(s) or Distributor(s):
FirstEnergy Capital Corp.
GMP Securities L.P.
Scotia Capital Inc.
Tristone Capital Inc.
Orion Securities Inc.
Promoter(s):
-
Project #1071063

Issuer Name:
S Split Corp.
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$* (Maximum) - * Class A Shares and * Preferred Shares Price: $15.00 per Class A Share and $10.00 per Preferred Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Blackmont Capital Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Dundee Securities Corporation
Raymond James Ltd.
Bershire Securities Inc.
Richardson Partners Financial Limited
Wellington West Capital Inc.
Promoter(s):
Mulvihill Capital Management Inc.
Project #1074906

Issuer Name:
SSQ Acquisitions Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated March 29, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$200,000.00 - 2,000,000 Common Shares Price: $0.10 per Common Share
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
Promoter(s):
Ronald Schmeichel
Project #1075692

Issuer Name:
Tahera Diamond Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 2, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
$ * - * Units Price: $ * per Unit
Underwriter(s) or Distributor(s):
GMP Securities L.P.
National Bank Financial Inc.
Paradigm Capital Inc.
TD Securities Inc.
Westwind Partners Inc.
Promoter(s):
-
Project #1077600

Issuer Name:
AGF China Focus Class
of AGF All World Tax Advantage Group Limited
(Mutual Fund Series, Series D, Series F, Series O and Classic Series Securities)
Principal Regulator - Ontario
Type and Date:
Amendment #8 dated March 1, 2007 to the Annual Information Form dated April 18, 2006
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
AGF Funds Inc.
Promoter(s):
-
Project #901498

Issuer Name:
Bank of Nova Scotia, The
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 29, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$300,000,000.00 - 12,000,000 shares Non-cumulative Preferred Shares Series 15 Price: $25.00 per share to yield 4.50%
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Dundee Securities Corporation
Laurentian Bank Securities Inc.
Trilon Securities Corporation
Promoter(s):
-
Project #1068120

Issuer Name:
BFI Canada Income Fund
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$80,910,000.00 - 3,100,000 Units Price: $26.10 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Merrill Lynch Canada Inc.
National Bank Financial Inc.
Scotia Capital Inc.
Blackmont Capital Inc.
Genuity Capital Markets
Sprott Securities Ltd.
Westwind Partners Inc.
Promoter(s):
-
Project #1067471

Issuer Name:
Bow Valley Energy Ltd.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
$65,450,000.00 - 11,000,000 Subscription Receipts Price $5.95 per Subscription Receipt
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
FirstEnergy Capital Corp.
Scotia Capital Inc.
National Bank Financial Inc.
Raymond James Ltd.
Tristone Capital Inc.
Blackmont Capital Inc.
Fraser Mackenzie Limited
Maison Placements Canada Inc.
Octagon Capital Corporation
Promoter(s):
-
Project #1067678

Issuer Name:
Brompton Lifeco Split Corp.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$200,000,000.00 (Maximum) 8,000,000 Preferred Shares and 8,000,000 Class A Shares
$10.00 per Preferred Share and $15.00 per Class A Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Dundee Securities Corporation
Raymond James Ltd.
Wellington West Capital Inc.
Blackmont Capital Inc.
IPC Securities Corporation
Research Capital Corporation
Promoter(s):
Brompton Funds Management Limited
Project #1054246

Issuer Name:
Centamin Egypt Limited
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 23, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
C$140,715,090.00 - 163,622,198 ordinary shares Price: C$0.86 per Offered Share
Underwriter(s) or Distributor(s):
Westwind Partners Inc.
Promoter(s):
-
Project #1060726

Issuer Name:
Central Gold-Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
U.S. $18,840,250.00 (715,000 Units @$26.35 per Unit)
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Sprott Securities Inc.
Promoter(s):
-
Project #1068050

Issuer Name:
Dynamic Focus+ Diversified Income Trust Fund (Series A, F, I and O units)
Dynamic Focus+ Energy Income Trust Fund (Series A, F, I and O units)
Dynamic Focus+ Real Estate Fund (Series A, F, I and O units)
Dynamic Focus+ Resource Fund (Series A, F, I and O units)
Dynamic Focus+ Small Business Fund (Series A, I and O units)
Dynamic Dividend Fund (Series A, C, F, I and O units)
Dynamic Dividend Income Fund (Series A, F, I and O units)
Dynamic Power American Growth Fund (Series A, F, I, O and T units)
Dynamic Power Balanced Fund (Series A, F, I, O and T units)
Dynamic Power Canadian Growth Fund (Series A, F, I, O and T units)
Dynamic European Value Fund (Series A, F, I and O units)
Dynamic Far East Value Fund (Series A, F, I and O units)
Dynamic Global Discovery Fund (Series A, F, I and O units)
Dynamic Global Value Fund (formerly Dynamic International Value Fund) (Series A, F, I, O and T units)
Dynamic Power American Growth Class
of Dynamic Global Fund Corporation (Series A, F, I and O shares)
Dynamic Power Canadian Growth Class
of Dynamic Global Fund Corporation (Series A, F, I and O shares)
Dynamic Power Global Growth Class
of Dynamic Global Fund Corporation (Series A, F, I and O shares)
Dynamic Canadian Value Class
of Dynamic Global Fund Corporation (Series A, F, I and O shares)
Dynamic Global Value Class
of Dynamic Global Fund Corporation (Series A, F, I and O shares)
DMP Resource Class
of Dynamic Managed Portfolios Ltd . (Series A and F shares)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated March 22, 2007 to the Simplified Prospectuses and Annual Information Forms dated December 18, 2006
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Goodman & Company, Investment Counsel Ltd.
Promoter(s):
Goodman & Company, Investment Counsel Ltd.
Project #1016333

Issuer Name:
First Asset Diversified Convertible Debenture Fund
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 27, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
Maximum $75,000,000.00 (3,750,000 Units @ $20.00 per Unit)
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
HSBC Securities (Canada) Inc.
Dundee Securities Corporation
Canaccord Capital Corporation
Raymond James Ltd.
Wellington West Capital Inc.
Blackmont Capital Inc.
Berkshire Securities Inc.
Desjardins Securities Inc.
Research Capital Corporation
Promoter(s):
First Asset Investment Management Inc.
Project #1054976

Issuer Name:
Hawthorne Gold Corp.
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$2,010,000.00 - 3,350,000 Shares Offering Price: $0.60 per Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Wolverton Securities Ltd.
Promoter(s):
Freeform Communications Inc.
Project #1054775

Issuer Name:
HSBC Bank Canada
Principal Regulator - British Columbia
Type and Date:
Final Short Form Base Shelf Prospectus dated March 27, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
$1,500,000,000.00 - Debt Securities (subordinated indebtedness) Class 1 Preferred Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1065354

Issuer Name:
Industrial Alliance Insurance and Financial Services Inc.
Principal Regulator - Quebec
Type and Date:
Final Short Form Base Shelf Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
$1,000,000,000.00 - Debt Securities; Class A Preferred Shares; and Common Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1066113

Issuer Name:
InStorage Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 28, 2007
Offering Price and Description:
$105,001,750.00 - 72,415,000 Units Price: $1.45 per Unit
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Blackmont Capital Inc.
Trilon Securities Corporation
Promoter(s):
-
Project #1067054

Issuer Name:
M Split Corp.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$150,000,000.00 (Maximum) 7,500,000 Priority Equity Shares and 7,500,000 Class A Shares @ $10/Sh.; $40,000,000.00 (Minimum) 2,000,000 Priority Equity Shares and 2,000,000 Class A Shares @ $10/Sh.
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Bieber Securities Inc.
Blackmont Capital Inc.
Laurentian Bank Securities Inc.
Wellington West Capital Inc.
Promoter(s):
Quadravest Capital Management Inc.
Project #1052766

Issuer Name:
Class A Units, Class B Units and Class C Units of :
McLean Budden Balanced Growth Fund
McLean Budden Balanced Value Fund
McLean Budden Canadian Equity Growth Fund
McLean Budden Canadian Equity Fund
McLean Budden Canadian Equity Value Fund
McLean Budden American Equity Fund
McLean Budden Global Equity Fund
Mclean Budden High Income Equity Fund
McLean Budden International Equity Fund
McLean Budden Fixed Income Fund
McLean Budden Money Market Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
Class A Units, Class B Units and Class C Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Mclean Budden Limited
Promoter(s):
-
Project #1053588

Issuer Name:
Nano Capital Corp.
Principal Regulator - Alberta
Type and Date:
Final CPC Prospectus dated March 26, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$300,000.00 - 2,000,000 COMMON SHARES Price $0.15 per Common Share
Underwriter(s) or Distributor(s):
Leede Financial Markets Inc.
Promoter(s):
Shilian Hu
Honglin Yu
Chris Gulka
Project #1047462

Issuer Name:
Poplar Creek Resources Inc.
Principal Regulator - Alberta
Type and Date:
Final CPC Prospectus dated March 29, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
$1,620,000.00 - 8,100,000 common shares Price: $0.20 per common share
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
Promoter(s):
James H. Decker
Lee C.G. Nichols
Project #1056415

Issuer Name:
R Split III Corp.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 28, 2007
Mutual Reliance Review System Receipt dated March 29, 2007
Offering Price and Description:
(1) $73,599,740.00 - 4,546,000 Capital Shares Prices: $16.19 per Capital Share; (2) $66,417,060.00 - 4,546,000 - 2,273,000 Preferred Shares $29.22 per Preferred Share
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
RBC Dominion Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Raymond James Ltd.
Wellington West Capital Inc.
Dundee Securities Corporation
GMP Securities L.P.
Promoter(s):
-
Project #1048297

Issuer Name:
Sprott Global Equity Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
Mutual Fund units at net asset value
Underwriter(s) or Distributor(s):
Sprott Asset Management Inc.
Promoter(s):
Sprott Asset Management Inc.
Project #1056123

Issuer Name:
Stornoway Diamond Corporation
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated April 2, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
$15,000,000.00 - 12,500,000 Units; and $10,005,000.00 - 6,670,000 Flow-Through Shares Price:
$1.20 per Unit $1.50 per Flow-Through Share
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Canaccord Capital Corporation
Raymond James Ltd.
GMP Securities L.P.
Haywood Securities Inc.
WestWind Partners Inc.
CIBC World Markets Inc.
Orion Securities Inc.
Promoter(s):
-
Project #1069668

Issuer Name:
Strait Gold Corporation
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
MAXIMUM OFFERING: $2,000,000.00 (5,000,000 Units); MINIMUM OFFERING: $1,000,000.00 (2,500,000 Units)
Price: $0.40 per Unit
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
Promoter(s):
-
Project #1063722

Issuer Name:
TIS Preservation & Growth Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated March 30, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
Class A Units and Class F Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Gatehouse Capital Inc.
Project #1056062

Issuer Name:
Triple Dragon Resources Inc.
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated March 29, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
$400,000.00 - 1,600,000 COMMON SHARES PRICE: $0.25 PER COMMON SHARE
Underwriter(s) or Distributor(s):
Union Securities Ltd.
Promoter(s):
David Eaton
Rudy Dejonge
Project #1004423

Issuer Name:
Uranium Participation Corporation
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 2, 2007
Mutual Reliance Review System Receipt dated April 2, 2007
Offering Price and Description:
$85,045,000.00 - 5,825,000 Common Shares @ $14.60 per Share
Underwriter(s) or Distributor(s):
Sprott Securities Inc.
CIBC World Markets Inc.
Dundee Securities Corporation
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Raymond James Ltd.
Promoter(s):
E. Peter Farmer
James R. Anderson
Project #1069454

Issuer Name:
VMD - McLean Budden LifePlan 2010 Fund
VMD - McLean Budden LifePlan 2020 Fund
VMD - McLean Budden LifePlan 2030 Fund
VMD - McLean Budden LifePlan Retirement Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 30, 2007
Mutual Reliance Review System Receipt dated March 30, 2007
Offering Price and Description:
Class A Units @ Net Asset Value
Underwriter(s) or Distributor(s):
McLean Budden Limited
Desjardins Securities Inc.
Promoter(s):
Valeurs Mobilieres Desjardins Inc.
Project #1053586

Issuer Name:
Edgecombe I Capital Corp.
Ogilvy Limited Partnership
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Prospectus dated November 22nd, 2006 and Amended and Restated Preliminary Prospectus dated January 17th, 2007
Withdrawn on March 28th, 2007
Offering Price and Description:
$35,000,800- 26,120 Units
Price: $1,340 per Unit. Each Unit is Comprised of one Unit of the Limited Partnership having a price of $340, and one Series A Debenture.
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
CIBC World Markets Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
Promoter(s):
Pyxis Real Estate Equites Inc.
Project #1020367

Issuer Name:
Ogilvy Limited Partnership
Edgecombe I Capital Corp.
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Prospectus dated November 22nd, 2006 and Amended and Restated Preliminary Prospectus dated January 17th, 2007
Withdrawn on March 28th, 2007
Offering Price and Description:
$35,000,800- 26,120 Units
Price: $1,340 per Unit. Each Unit is Comprised of one Unit of the Limited Partnership having a price of $340, and one Series A Debenture.
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
CIBC World Markets Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
Promoter(s):
Pyxis Real Estate Equities Inc.
Project #1020366

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	Agora Financial Services Inc	mutual fund dealer	March 27, 2007
New Registration	Allard, Allard & Associés Inc.	Extra-Provincial Investment Counsel & Portfolio Manager	March 28, 2007
New Registration	Behr & Associates Inc.	Limited Market Dealer	March 29, 2007
Category Change	BlackRock (Institutional) Canada Ltd.	From: Non-Canadian Adviser (Investment Counsel & Portfolio Manager) To: Limited Market Dealer and Non-Canadian Adviser (Investment Counsel & Portfolio Manager)	March 29, 2007
New Registration	London Stone Financial Inc.	Limited Market Dealer	March 29, 2007
Name Change	From : Sprott Securities Inc./Valeurs Mobilieres Sprott Inc. To: Cormark Securities Inc./Valeurs Mobilieres Cormark Inc.	Investment Dealer	April 2, 2007

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Issues Notice of Hearing Regarding John Quigley

NEWS RELEASE
For immediate release

MFDA ISSUES NOTICE OF HEARING
REGARDING JOHN QUIGLEY

March 28, 2007 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada ("MFDA") today announced that it has commenced disciplinary proceedings against John Quigley.

MFDA staff alleges in its Notice of Hearing that Mr. Quigley engaged in the following conduct contrary to the By-laws, Rules or Policies of the MFDA:

> Allegation #1: Between June 2003 and November 2006, the Respondent misappropriated approximately $239,000 from six clients, thereby failing to deal with the clients fairly, honestly and in good faith, contrary to MFDA Rule 2.1.1(a).
>
> Allegation #2: Commencing October 20, 2005, the Respondent failed to attend and to give information to the MFDA during the course of an investigation, contrary to section 22.1(c) of MFDA By-law No. 1.

The first appearance in this matter will take place by teleconference before a Hearing Panel of the MFDA Central Regional Council in the Hearing Room located at the offices of the MFDA, 121 King Street West, Suite 1000, Toronto, Ontario on Wednesday, May 9, 2007 at 10:00 a.m. (Eastern) or as soon thereafter as can be held.

The purpose of the first appearance is to schedule the date for the commencement of the hearing on its merits and to address any other procedural matters.

The first appearance is open to the public, except as may be required for the protection of confidential matters. Members of the public attending the first appearance will be able to listen to the proceeding by teleconference.

A copy of the Notice of Hearing is available on the MFDA website at www.mfda.ca.

The Mutual Fund Dealers Association of Canada is the self-regulatory organization for Canadian mutual fund dealers. The MFDA regulates the operations, standards of practice and business conduct of its 163 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Shaun Devlin
Vice-President, Enforcement
(416) 943-4672 or sdevlin@mfda.ca

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Chapter 25

Other Information

25.1 Exemptions

25.1.1 Lakeview KBSH Diversified Income Explorer Fund et al.

Headnote

Relief to file a prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

Rules Cited

OSC Rule 41-501 - General Prospectus Requirements, s. 14.1(2)

March 26, 2007

Cassels Brock & Blackwell LLP
2100 Scotia Plaza, 40 King Street West
Toronto,Ontario, Canada M5H 3C2

Attention: Peter Dunne

Dear Sirs/Mesdames:

Re: Application filed by Lakeview KBSH Diversified Income Explorer Fund, Lakeview KBSH Global Value Explorer Fund, Lakeview Asset Management Inc. dated March 8, 2007 under Rule 41-501, SEDAR Proj. No. 1030449 Our File No. 2007/0189

You filed a letter dated March 8, 2007 under Part 15 of OSC Rule 41-501 on behalf of the Lakeview KBSH Diversified Income Explorer Fund requesting an exemption from the prohibition contained in paragraph 14.1(2) against an issuer filing a prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

The Director acknowledges under subparagraph 15.2(2)(a)(ii), based upon the representations contained in the Letter, that the exemption is granted and that the final receipt for the prospectus will evidence the exemption.

Yours truly,

"Leslie Byberg"
Manager, Investment Funds

25.2 Approvals

25.2.1 Venator Capital Management Ltd. - s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with no prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be established and managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

March 26, 2007

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON
M5L 1B9

Attention: Tom Caldwell

Dear Sirs/Medames:

RE: Venator Capital Management Ltd. (the "Applicant")
Application pursuant to clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario) for approval to act as trustee
Application No. 2007/0134

Further to your application dated February 19, 2007 (the "Application") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Venator RSP Trust and such other funds as the Applicant may establish from time to time, will be held in the custody of a bank listed in Schedule I, II or III of the Bank Act (Canada) or an affiliate of such bank, the Ontario Securities Commission (the "Commission") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Venator RSP Trust and such other funds which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

“Wendell S. Wigle”

“Suresh Thakara”

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