The Ontario Securities Commission

OSC Bulletin

June 29, 2007

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

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Table of Contents

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

JUNE 29, 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
Suite 1700, Box 55
20 Queen Street West
Toronto, Ontario
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Carol S. Perry	—	CSP
Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

SCHEDULED OSC HEARINGS

July 3-6, 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: RLS/DLK/ST
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 17, 2007 2:00 p.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: TBA
September 6, 2007 10:00 a.m.	**Jose Castaneda** s. 127 and 127.1 H. Craig in attendance for Staff Panel: WSW/DLK

September 10, 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: WSW/HPH/CSP * Settlement Agreements approved February 26, 2007
September 28, 2007 10:00 a.m.	**Jason Wong, David Watson, Nathan Rogers, Amy Giles, John Sparrow, Kervin Findlay, Leasesmart, Inc., Advanced Growing Systems, Inc., Pharm Control Ltd., The Bighub.com, Inc., Universal Seismic Associates Inc., Pocketop Corporation, Asia Telecom Ltd., International Energy Ltd., Cambridge Resources Corporation, Nutrione Corporation and Select American Transfer Co.** s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST
September 28, 2007 10:00 a.m.	**Stanton De Freitas** s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST
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 22, 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
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
November 12, 2007 10:00 a.m.	**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
December 10, 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 2, 2008 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

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 **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

* Notice of Withdrawal issued April 26, 2007

TBA **First Global Ventures, S.A., Allen Grossman and Alan Marsh Shuman**

s. 127

D. Ferris in attendance for Staff

Panel: WSW/ST/MCH

TBA **Frank Dunn, Douglas Beatty, Michael Gollogly**

s.127

K. Daniels in attendance for Staff

Panel: TBA

TBA **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: TBA

TBA **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

TBA **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

TBA **Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman**

s. 127

H. Craig in attendance for Staff

Panel: PJL/ST

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 Commission Approval – Amendments to IDA By-laws 10.1 and 10.4 – Board of Directors, National Advisory Committee and Meetings

INVESTMENT DEALERS ASSOCATION OF CANADA

AMENDMENTS TO BY-LAWS 10.1 AND 10.4 REGARDING THE BOARD OF DIRECTORS, NATIONAL ADVISORY COMMITTEE AND MEETINGS

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved amendments to IDA By-laws 10.1 and 10.4 – Board of Directors, National Advisory Committee and Meetings. In addition, the British Columbia Securities Commission and Alberta Securities Commission did not object to, and the Autorité des marchés financiers approved, the amendments. The purpose of the amendments is to enhance the corporate governance structure by creating a structure that is manageable in size for effective governance and decision making, and which reflects a higher standard of independence. The proposed amendments were published for comment on May 19, 2006 at (2006) 29 OSCB 4280. Some non-material changes have been made to the amendments to By-law 10.4 that were originally proposed and published, and a black-lined version highlighting these particular approved amendments is included in Chapter 13 of this Bulletin. No comments were received.

1.1.3 OSC Notice 11-753 (Revised) - Statement of Priorities for the Financial Year to End March 31, 2008

NOTICE OF STATEMENT OF PRIORITIES

FOR FINANCIAL YEAR TO END MARCH 31, 2008

The *Securities Act* requires the Commission to deliver to the Minister by June 30th of each year a statement of the Commission setting out its priorities for its current financial year in connection with the administration of the Act, the regulations and rules, together with a summary of the reasons for the adoption of the priorities.

In the notice published by the Commission on April 27, 2007 (30 OSCB 3909), the Commission set out its draft Statement of Priorities and invited public input in advance of finalizing and publishing the 2007/2008 Statement of Priorities. Fifteen responses were received. The responses were generally supportive of the direction and goals we have set. There continues to be strong support for initiatives that would improve the efficiency of our markets through harmonization of regulatory requirements. Support was also consistent for our enforcement and compliance related goal and initiatives. A number of comments and suggestions also endorsed various retail investor initiatives including point-of-sale disclosure, investor education and efforts to improve investor access to timely and affordable means of redress.

In response to the comments, we have made a number of changes to our 2007/2008 initiatives. We have clarified our intention to examine alternative securities regulatory approaches, to specifically include principles-based regulation. We have also added the following initiatives to better understand and address the needs of investors:

- Collaborate with the Canadian Securities Administrators (CSA) to continue to improve our processes for providing timely alerts and other information to investors; and

- Review, in conjunction with the CSA, technological solutions that will improve the timeliness of public access to information on a CSA-administered system.

Many useful suggestions focused on specific action steps that could be taken to achieve the identified priorities. A number of interesting points were also raised that, while not having been added as specific initiatives for 2007/2008, do warrant further attention. We will be reviewing these ideas to see if they can be incorporated in some way as part of the Investor Forum later this year.

The Statement of Priorities will serve as the guide for the Commission's operations. Following delivery of the Statement of Priorities to the Minister, we will also publish on our website www.osc.gov.on.ca a report on our progress against our 2006/2007 priorities.

For further information contact:

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Toronto, Ontario
M5H 3S8
(416) 593-8179

June 29, 2007

ONTARIO SECURITIES COMMISSION

STATEMENT OF PRIORITIES
FOR
FISCAL 2007/2008

June 2007

Introduction

The *Securities Act* requires the Ontario Securities Commission (OSC) to publish in its Bulletin and to deliver to the Minister by June 30 of each year a statement by the Chair setting out the proposed priorities for the Commission for the current financial year. The OSC remains committed to delivering its regulatory services in a businesslike manner and to working closely with its colleagues within the Canadian Securities Administrators (CSA) and with market participants to ensure that the regulatory system remains relevant to the changing marketplace.

Our Mandate

The OSC's mandate is set by statute:

To provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets.

Our Role

The OSC safeguards and strengthens the integrity and soundness of Ontario's securities markets for the benefit of domestic and international investors, issuers, intermediaries and other market participants. We operate in a flexible and accountable manner that is responsive to the dynamic securities markets we regulate. We strive to operate in concert with other regulators in Canada and internationally.

Message from the Chair

The Ontario Securities Commission works to foster confidence in the integrity, fairness and competitiveness of Ontario's capital markets on behalf of investors, public companies and other market participants. Robust markets are essential to the health of the economy of our country.

In this Statement of Priorities, the Commission has set out its strategic goals for meeting its mandate and has identified specific initiatives in support of each goal for the current fiscal year. As you will see, we are focused on conducting effective compliance programs, delivering vigilant enforcement and strengthening investor protection, as well as providing greater organizational accountability.

The OSC will maintain a proactive approach to prevent, detect and deter harm to investors and the overall markets. Moreover, we will work to strengthen the securities regulatory system within Canada's framework of provincial and territorial securities regulators.

I trust our Statement of Priorities will give you a clear understanding of the objectives and direction of the Commission, as we work to provide protection to investors and foster confidence in the integrity of the capital markets in Ontario.

Yours very truly,
David Wilson
Chair and CEO
Ontario Securities Commission

Key Challenges

The OSC faces many challenges as it strives to fulfill its mandate and meet its objectives. These challenges include providing strong investor protection, effective compliance and enforcement programs and efficient regulation in a rapidly changing marketplace. Canada's framework of 13 provincial and territorial securities regulators presents a structural challenge in working with other regulators to strengthen the regulatory system. These challenges emphasize the importance of fostering confidence in the fairness and efficiency of the capital markets.

The investor community has grown significantly in recent years, as almost all adult Canadians are now invested in the capital markets through direct retail investments, or indirectly through mutual funds and pension plans. More investors are relying on the capital markets in order to grow their wealth, purchase homes and improve the standard of living for them and their families. Moreover, in an aging society, Ontarians will come to rely more on the capital markets to preserve their assets and generate a steady income in retirement. To meet these demands from investors, the investment industry has created increasingly innovative, and sometimes highly sophisticated, investment products, services, trading strategies and advice.

The expansion of the investor community, both institutional and retail, has intensified issues of investment risk. As individual Canadians have taken more responsibility for their personal financial planning, the need for investor education has also grown. One challenge for the OSC is to continue to better understand and address the needs of investors. We must remain focused on ensuring regulatory compliance and adequacy of disclosure. We must also increase the vigilance of our enforcement activities to prevent, detect and deter harm to both investors and our capital markets. By doing so, we will foster confidence in investors that capital markets are fair and efficient.

Today's securities industry operates in a global marketplace and Canadian public companies compete with corporations around the world for cost-effective sources of capital. Companies rely on the capital markets to provide the funding needed to start new businesses and allow existing businesses to grow. Global competition for capital has contributed to the emergence of new market structures, technological innovations in trading systems and the development of new investment products.

Securities regulators face the challenge of keeping pace with the level of innovation in the marketplace and balancing the costs of regulation. Our regulatory framework must facilitate the competitiveness of Ontario's businesses in a global context and promote the resilience of our capital markets. Striking the right balance involves developing practical, accountable and transparent regulation and policies, while carefully avoiding placing undue burdens on market participants. Pursuing flexibility and balance will allow our capital markets to continue to attract domestic and foreign capital to meet the needs of Canadian public and private companies.

The OSC will co-operate with its provincial, territorial and international regulatory colleagues to foster a harmonized and modernized regulatory framework. We will work with the Government of Ontario in supporting measures that are consistent with creating a common regulator, a common set of securities laws and a single fee structure for Canada. Capital markets are an essential part of the engine for economic growth in Ontario, and we believe regulatory reform can benefit investors, business and the province as a whole.

In this context, we must ensure that the OSC conducts itself as an efficient, accountable and flexible organization as it serves investors, issuers, intermediaries and other market participants. We will also continue to maintain excellent internal controls and promote high staff morale.

Our Goals

The OSC's mandate is to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in those markets. To meet this mandate, the Commission has identified four strategic goals to achieve over the next five fiscal years. They are:

1. Identify the important issues and deal with them in a timely way;

2. Deliver fair, vigorous and timely enforcement and compliance programs;

3. Champion investor protection, especially for retail investors; and

4. Support and promote a more flexible, efficient and accountable organization.

The Statement of Priorities is an annual document required under the *Securities Act*. This year's Statement sets out the Commission's strategic goals for the next five years, along with specific initiatives for the 2007/08 fiscal year in support of each of those goals.

GOAL 1 – Identify the important issues and deal with them in a timely way.

Our goal is to deal with today's concerns, while anticipating tomorrow's challenges. We want to be a strategic leader in fulfilling our mandate to Ontario investors and the Ontario marketplace. We will:

- Consult and collaborate with investors, issuers, intermediaries, other industry participants and academics;
- Identify trends and emerging issues, and develop solutions to address them in a risk-based framework;
- Work with the Government of Ontario, other securities regulators and market participants to strengthen the Canadian securities regulatory system. We will work to further harmonize, streamline and modernize securities laws and eliminate obsolete and redundant requirements to ease the regulatory burden on market participants;
- Continue to examine alternative securities regulatory approaches, such as principles-based regulation, and adopt best regulatory practices from other Canadian and international jurisdictions to support Ontario markets and investors. We will work to enhance the global competitiveness of our capital markets as well as foster co-operative relationships with other securities regulators and standards setters;
- Use the full range of tools available to achieve our mandate, and assign priorities to all our work based on our strategic goals; and
- Ensure our priorities are communicated in a timely and effective manner.

In 2007/08, specifically we plan to:

- Achieve progress in strengthening the registration regime by harmonizing, streamlining and modernizing current registration requirements;
- Improve disclosure of executive compensation by proposing amendments to National Instrument 51-102 *Continuous Disclosure Obligations*;
- Harmonize and modernize prospectus requirements by proposing updates to National Instrument 41-101 *General Prospectus Requirements*;
- Complete and implement the revised National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* to bring greater transparency to the state of internal control over financial reporting by reporting issuers;
- Re-assess the impact of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;
- Identify the appropriate means to address investor protection concerns arising from the sale and distribution of Principal Protected Notes;
- Monitor the implementation of National Instrument 81-107 *Independent Review Committee for Investment Funds* to assess its effectiveness in managing the conflicts of interest facing investment fund managers;
- Propose amendments to National Instrument 81-106 *Investment Fund Continuous Disclosure* to provide guidance on fair-value principles that investment funds should use in calculating their net asset value and eliminate the need for investment fund managers to change valuation practices to align with new accounting measurement standards;
- Identify the appropriate regulatory response to market developments in the area of non-conventional investment funds and structured products such as linked notes offered under a shelf prospectus;
- Address recent market developments by working with Market Regulation Services Inc. to update the Alternative Trading System (ATS) rules (National Instrument 21-101 *Marketplace Operation* and National Instrument 23-101 *Trading Rules*) to improve the consistency of rules at the self-regulatory organization (SRO) level and at the Canadian Securities Administrators (CSA) level;

- Implement National Instrument 24-101 *Institutional Trade Matching and Settlement* and support industry progress toward achieving institutional trade matching on the trade date or "T" by July 1, 2008;

- Collaborate with the CSA to develop and implement practices to enable regulators to interpret and apply harmonized securities requirements in a uniform way;

- Work with the CSA to build appropriate interfaces between the OSC and any CSA members that proceed with Phase 2 of the proposed Passport System;

- Align our securities regulatory system with international best practices by participating in the International Monetary Fund/World Bank Financial Sector Assessment Program Update initiative; and

- Assess the policy and operating implications for the marketplace of adopting International Financial Reporting Standards to replace Canadian Generally Accepted Accounting Principles and implement strategies to facilitate the transition.

GOAL 2 – Deliver fair, vigorous and timely enforcement and compliance programs.

Timely and appropriate compliance and enforcement are integral to fostering confidence in capital markets and preventing harm to investors. The Canadian regulatory and enforcement framework is perceived by many stakeholders to be fragmented and not operating in an effective or efficient manner. To address this, we will:

- Focus additional enforcement and compliance resources and ensure effective coordination among OSC branches relating to improper market conduct;

- Identify gaps in the enforcement framework and co-operate with others to find practical solutions;

- Improve the effectiveness of our enforcement work through reduced timelines for completing investigations and bringing regulatory proceedings forward;

- Provide leadership and assistance to improve collaboration among Canadian and international regulatory and criminal law enforcement agencies;

- Foster inter-jurisdictional co-operation to improve the coordination of investigative efforts, enforcement, and legal tools for enforcement; and

- Increase our transparency through timely and effective communications of enforcement actions where warranted.

In 2007/08, specifically we plan to:

- Articulate and promote a coherent statement of enforcement and compliance priorities;

- Improve the internal processes for identifying and referring cases to enforcement under a risk-based approach to regulation;

- Increase the number of enforcement proceedings commenced within four months of the date of transfer to litigation, where there have not been settlement discussions;

- Increase the effectiveness of the protection provided to investors against frauds and scams by creating a specialized multi-disciplinary unit dedicated to investigating economic crimes such as illegal distributions and unregistered trading in securities;

- Implement further improvements to the electronic processing and storage of documentary evidence to permit more efficient and effective access by investigators and counsel and provide enhanced disclosure of documents;

- Increase the efficiency and value of the continuous disclosure review program for corporate issuers by continuing to implement an industry-specialization approach. External resources will be employed where specialized industry knowledge is needed to achieve program objectives;

- Increase utilization of coordinated inter-Branch compliance field reviews of investment fund market participants;

- Support efforts of federal, provincial and territorial ministers responsible for justice to develop recommendations to improve the enforcement regime in Canada for securities fraud and other economic crimes. Play a leadership role by co-chairing the Task Force on Securities Fraud Enforcement, which plans to report its recommendations to the ministers in November 2007; and

- Work with the International Organization of Securities Commissions (IOSCO) and other international bodies to enhance global co-operation in enforcement matters.

GOAL 3 – Champion investor protection, especially for retail investors.

The interests and needs of investors, particularly retail investors, will continue to be strongly reflected in all the OSC's operations. In addition to our enforcement activities, investor education and awareness and timely access to accurate information are important components of investor protection. We will:

- Continue to reflect investor interests in all that we do;

- Increase support for investor education;

- Continue to support and grow plain-language initiatives for investors to achieve better communications;

- Work with the Government and self-regulatory organizations (SROs) to improve investor access to timely and affordable means of redress. This includes improving investor awareness of, and access to, existing mechanisms for resolution of complaints and restitution, such as those offered by the Ombudsman for Banking Services and Investments (OBSI);

- Work with the SROs and lead or support initiatives that recognize the importance of the adviser to the retail investor, and strengthen and improve the adviser/retail investor relationship;

- Communicate our commitment to investor protection and the importance of that commitment;

- Increase and enhance targeted outreach efforts to the investor through such vehicles as Investor Town Halls and the Investor Advisory Committee; and

- Increase the involvement of other industry groups, such as SROs, through their participation and information exchange.

In 2007/08, specifically we plan to:

- Work with the Joint Forum of Financial Market Regulators to publish for comment a proposed framework for point-of-sale disclosure that would require clear, concise and plain-language product and sales fee disclosure for investors in mutual funds and segregated funds;

- Improve our understanding of investor expectations of the complaint-handling process, working in partnership with the SROs and OBSI, and also research and consider more effective means for the resolution of complaints and restitution;

- Work with the Joint Forum of Financial Market Regulators to enhance the effectiveness of the Financial Services OmbudsNetwork;

- Hear directly from retail investors by co-hosting a 2007 Investor Town Hall with the SROs and OBSI;

- Seek retail investor perspectives on key issues such as the investor/adviser relationship, transparency and accountability;

- Collaborate with the Canadian Securities Administrators (CSA) to continue to improve our processes for providing timely alerts and other information to investors;

- Broaden implementation of reviews of investment fund prospectuses and continuous/integrated disclosure to assess sufficiency of disclosure and identify emerging issues, including trends in fees;

- Explore opportunities for enabling investors to receive, compare and analyze financial information through eXtensible Business Reporting Language (XBRL); and

- Review, in conjunction with the CSA, technological solutions that will improve the timeliness of public access to information on a CSA-administered system.

GOAL 4 – Support and promote a more flexible, efficient and accountable organization.

The OSC's strength is its people. We will make the best use of all our resources, including people, technology, research and financial, to achieve timely and effective execution of all that we do. We expect OSC Commissioners and employees to maintain the highest standards of conduct and personal integrity and to deal openly and fairly with all of our stakeholders. We shall continue to constantly advance our business competence and effectiveness. We will:

- Continuously monitor and improve the efficiency and effectiveness of our operations;

- Be responsive and flexible as an organization and treat all stakeholders with respect and fairness;

- Leverage information technology effectively to support our operations and optimize our electronic interface with our stakeholders;

- Secure the most appropriate resources and justify their acquisition through cost- benefit analyses and similar tools;

- Identify skills requirements and ensure that we attract, retain and motivate staff who possess the required skills, and continue improving and enhancing our succession plans;

- Increase the knowledge management and risk analysis capabilities of the OSC;

- Supplement OSC staff resources with external resources where appropriate; and

- Identify those situations where greater reliance on other jurisdictions or organizations is appropriate.

In 2007/08, specifically we plan to:

- Develop more expertise and rigour in the conduct of cost-benefit analyses to enhance the development of cost-effective regulation without compromising investor protection;

- Identify opportunities for improving service to the public and market participants who make inquiries of and/or complaints to the OSC;

- Update the OSC's IT strategic plan, recognizing the technology needs of the Commission and its stakeholders;

- Work with the other provincial and territorial securities regulators to develop an IT strategic plan for the Canadian Securities Administrators;

- Implement improved internal knowledge-management initiatives across the OSC;

- Continue to develop an OSC human resources strategic plan that strengthens initiatives for leadership development, succession planning and compensation policies; and

- Review and strengthen the OSC's robust standards of ethics, integrity and accountability, consistent with the Government of Ontario's planned implementation of the new *Public Service of Ontario Act, 2006*.

2007/2008 Financial Outlook

The coming year is the second year of a three-year cycle for setting fees, which began April 1, 2006. The budgeted growth in revenues during 2007/08 is due solely to market forces, which affect the revenues of registrants and the capital of issuers, on which the fees are based. There is no proposed increase in the fees.

Higher than anticipated market growth in 2006/07 resulted in actual revenues that were $11.1 million higher than originally forecast. Delays in hiring positions approved in the 2006/07 budget led to $558,000 of underspending on salaries and benefits,

which also contributed to a surplus. As anticipated, the budget for 2007/08 is for a deficit in order to reduce our surplus and return the surplus to market participants by way of fees that are lower than would otherwise be the case.

Salaries and benefits make up 73% of the OSC's budget for 2007/08. This is the only area of expenditure that exceeds 10% of expenses. The 18.9% growth in the expense budget for the year is due to the addition of staff, primarily in enforcement, along with enforcement-related services to address the actions outlined above. The OSC has also reviewed its priorities and is redeploying existing staff to meet the identified goals. The increase in budget includes increases in occupancy costs, training and other costs that are a result of the staff increases. This is also reflected in the increased capital expenditures, which include the cost of refurbishing and equipping the additional space.

2007-2008 Budget versus 2006-2007 Actual

(Thousands)	2006-2007 Actual	2007-2008 Budget	Change	% Change
Revenues	$71,067	$75,189	$4,648	5.8
Expenses	$69,304	$82,437	$13,496	18.9
Excess/(deficit) of revenue over expenses	$1,763	($7,248)	($8,848)	
Capital expenditures	$988	$3,698	$2,609	274.3

The OSC's Statement of Priorities for Fiscal 2007-2008 can be found on www.osc.gov.on.ca.

1.1.4 Notice of Commission Approval – IDA Amendments to Regulations 100.9 and 100.10 to Recognize Three Complex Option Offset Strategies and to Expand the List of Available Option Spreads Involving Individual Equities

THE INVESTMENT DEALERS ASSOCIATION

AMENDMENTS TO IDA REGULATIONS 100.9 AND 100.10 TO RECOGNIZE THREE COMPLEX OPTION OFFSET STRATEGIES AND TO EXPAND THE LIST OF AVAILABLE OPTION SPREADS INVOLVING INDIVIDUAL EQUITIES

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved amendments to IDA Regulation 100.9 and 100.10 to recognize three complex option offset strategies and to expand the list of available option spreads involving individual equities. In addition, the Alberta Securities Commission and the British Columbia Securities Commission did not object, and the Autorité des marchés financiers approved the proposed amendments. The purpose of the amendments is to expand the number of reduced capital and margin option offset strategies as well as the number of option spreads available for individual equity options. A copy and description of the proposed amendments were published on October 13, 2006, at (2006) 29 OSCB 8203. No comments were received. The final version of the amendments is published in Chapter 13 of this Bulletin.

1.1.5 CSA Staff Notice 58-303 Corporate Governance Disclosure Compliance Review

CSA STAFF NOTICE 58-303

CORPORATE GOVERNANCE DISCLOSURE COMPLIANCE REVIEW

Staff of the securities regulatory authorities in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec and New Brunswick (the participating jurisdictions) conducted a review of compliance with the requirements of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (the Instrument). The Instrument came into force on June 30, 2005 in conjunction with National Policy 58-201 *Corporate Governance Guidelines* (the Policy).

The Instrument

The Instrument applies to all reporting issuers with limited exceptions. Part 2 of the Instrument requires a reporting issuer to disclose its corporate governance practices and file any written code it has adopted. TSX-listed issuers must comply with the disclosure requirements in Form 58-101F1 *Corporate Governance Disclosure*. Because smaller issuers may have less formal procedures in place to ensure effective corporate governance, the Instrument's disclosure requirements for venture issuers (as defined) are less extensive than those applicable to TSX issuers. These requirements for venture issuers are set out in Form 58-101F2 *Corporate Governance Disclosure* (Venture Issuers).

The Policy

The Policy provides guidance on corporate governance practices for all reporting issuers, other than investment funds. The guidelines, which are included in Part 3 of the Policy, are not intended to be prescriptive. We provide them to assist issuers in developing their own corporate governance practices.

The Review Program

We selected a sample of 100 reporting issuers for review. Our selection criteria included the size of the issuer's market capitalization, its industry sector, and its listing status to achieve a broad cross-section of all reporting issuers. Our sample included 65 TSX issuers and 35 venture issuers. We reviewed each issuer's corporate governance disclosure to determine whether it complied with the Instrument's requirements. We also reviewed the substance of the disclosure to assess whether the quality was sufficient to provide a clear and complete account of its governance practices, while taking account of the realities faced by a diversity of issuers in a changing corporate governance landscape. In our view, disclosure that is not of sufficient quality does not meet the requirements of the Instrument.

Results

TSX Issuers

Form 58-101F1 requires a TSX issuer to disclose its governance practices. The table below sets out the average response rate for the required disclosure in each category. The response rates do not necessarily reflect the quality of the disclosure. We comment on the quality of disclosure in the discussion that follows the table.

Category	Item Number of Form 58-101F1	Response Rate
Board Independence	1	94%
Board Mandate	2	77%
Position Descriptions	3	70%
Orientation & Continuing Education	4	85%
Ethical Business Conduct	5	86%
Nomination of Directors	6	82%
Compensation	7	80%
Assessments	9	85%

To assist issuers to make disclosure that meets the requirements of the Instrument, we provide some examples of deficient disclosure in each category of disclosure required in Form 58-101F1:

- **Board Independence - Leadership for Independent Directors**

  Item 1(f) requires a TSX issuer to disclose what the board does to provide leadership for its independent directors if it has neither a chair nor a lead director that is independent.

One issuer disclosed that leadership is provided through contact with the independent directors, but failed to disclose how or when such contact is established, nor the forum for the contact. It was therefore unclear from the disclosure what the measure was or how the measure provided leadership for the independent directors.

- **Board Mandate**

Item 2 requires a TSX issuer to disclose the text of the board's written mandate or, if it does not have a written mandate, to describe how the board delineates its roles and responsibilities.

Several issuers disclosed summarized information that was insufficient for a reader to fully understand the board's responsibilities. In addition, several issuers disclosed a cross-reference to their website for the text of the mandate. Any information required to be included in a management information circular may be incorporated by reference, but the document from which it is incorporated must be filed on SEDAR.[1]

- **Position Descriptions**

Item 3(a) requires a TSX issuer to disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. Item 3(b) requires a TSX issuer to disclose whether or not the board and CEO have developed a written position description for the CEO. In both instances, a TSX issuer is required to disclose how the board delineates the role and responsibilities of the individual if a written position description has not been developed.

Where there was not a position description for one or more of these parties, the disclosure as to how the board delineates their respective roles and responsibilities was often vague and uninformative. In some instances, it was not obvious how the measures the board adopted facilitated the delineation. For example, one issuer merely disclosed that it relied on a "mutual understanding" without further explanation. In connection with the CEO's position description, it was sometimes unclear whether both the board and the CEO had been involved in the development of the position description.

- **Orientation and Education of Directors**

Item 4 requires a TSX issuer to disclose what measures the board takes to orient new directors regarding their role and the nature and operations of the issuer's business, and to provide continuing education for all directors.

Several issuers disclosed that they provide a package of materials to the directors to address these responsibilities. Without knowing the general nature and content of the materials, a reader could neither discern the range of matters the materials addressed nor assess their adequacy.

- **Ethical Business Conduct - Monitoring Compliance with Code of Conduct**

Item 5(a) (ii) requires a TSX issuer to describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code.

One issuer disclosed that its board delegated this responsibility to its governance committee. However, the disclosure did not indicate how the governance committee fulfilled this responsibility. Another issuer disclosed that it addressed this responsibility through interviews or discussions, without further explanation. It was unclear from these brief accounts how either measure enabled the board to monitor or otherwise satisfy itself regarding compliance with its code.

- **Nomination of Directors**

Item 6 requires a TSX issuer to describe the process by which the board identifies new candidates for board nomination, and to describe what steps the board takes to encourage an objective nomination process if it does not have a nominating committee composed entirely of independent directors.

In several instances, the disclosure was vague and uninformative with issuers merely disclosing that the board fills vacancies with required skill sets. In other instances, the disclosure included descriptions of the required skill sets, but not the process by which the board identifies new candidates.

[1] Part 1(c) of Form 51-102F5 – *Information Circular*.

- **Compensation**

  Item 7 requires a TSX issuer to describe the process by which the board determines the compensation for the issuer's directors and officers, and to describe what steps the board takes to ensure an objective process for determining such compensation if it does not have a compensation committee composed entirely of independent directors.

  The disclosure in this area was often vague and uninformative. For directors, several issuers disclosed the amount of their compensation but not the process by which it is determined. Where issuers did not have a fully independent compensation committee, there was often either no disclosure or only a very general description of how the board determines compensation that did not focus on the objectivity of the compensation setting process.

- Assessments

  Item 9 requires a TSX issuer to disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, the issuer is required to describe the process used for the assessments. If assessments are not regularly conducted, the issuer is required to describe how the board satisfies itself that these parties are performing effectively.

  Where issuers included disclosure of this nature, it was often vague and uninformative. In some instances, it was not obvious how the measures adopted enabled the board to satisfy itself that the board, its committees, and individual directors are performing effectively. For example, several issuers disclosed that the performance of officers and directors is informally touched on in board meetings. Another issuer disclosed that the board informally supervises its officers and directors, without further elaboration.

TSX Issuer Outcomes

As a result of our review, we required 27 TSX issuers to address the deficiencies identified in our review in their next management information circular or annual information form, as applicable.

Venture Issuers

The disclosure requirements for venture issuers included in Form 58-101F2 are less extensive than those applicable to TSX issuers. However, the requirements generally cover the same categories as those for TSX issuers, with the exception of the board mandate and position descriptions. There were significant deficiencies in the quality of the disclosure that was filed. Eight issuers, representing 23% of the 35 venture issuers reviewed, did not provide any corporate governance disclosure.

Similar to the disclosure for TSX issuers, there were instances where the nature of a practice was not adequately described, where it was unclear how a practice achieved its purpose, or both. This was particularly evident in the following three areas:

- **Board Supervision over Management**

  Item 1 requires a venture issuer to disclose how the board facilitates its exercise of independent supervision over management, including (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.

  Several issuers did not provide disclosure with a sufficiently comprehensive description for a reader to understand how the board facilitates its exercise of independent supervision over management.

- **Nomination of Directors**

  Item 5 requires a venture issuer to disclose what steps, if any, are taken to identify new candidates for board nomination, including who identifies new candidates and the process for identifying new candidates.

  Several issuers merely disclosed that the board fills vacancies with required skill sets, without further elaboration. Those issuers did not discuss how the board determines the competencies and skills it should possess or how it identifies potential candidates to address its needs.

- **Assessments**

  Item 8 requires a venture issuer to disclose what steps, if any, the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

One issuer disclosed that the board conducts assessments without identifying who is assessed or how assessments are performed.

Venture Issuer Outcomes

As a result of our review, we required two venture issuers that did not provide any corporate governance disclosure to restate and refile their management information circulars. In addition, we required the other six venture issuers that did not provide any corporate governance disclosure to include the relevant disclosure in their imminent management information circular filing. We also required three other venture issuers to address significant deficiencies identified in our review in their next management information circular, annual information form, or annual management discussion and analysis, as applicable.

Future Reviews

Reporting issuers must provide corporate governance disclosure that addresses the requirements of the Instrument by providing meaningful information to capital market participants.

We are concerned about those issuers that did not comply with all of the Instrument's disclosure requirements. We are equally concerned about the qualitative deficiencies in the disclosure that was provided by both TSX and venture issuers, in particular, the extent to which issuers failed to provide clear or complete accounts of their governance practices in their disclosures. To comply with the requirements of the Instrument, issuers must provide meaningful, informative disclosure of their corporate governance practices. Avoiding the use of boiler-plate language would help issuers to provide investors with more specific information about their corporate governance practices.

We intend to selectively review issuers' compliance with the Instrument as part of our ongoing continuous disclosure review program and will take appropriate regulatory action for non-compliance.

Questions

Please refer your questions to any of the following individuals:

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British Columbia Securities Commission
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June 29, 2007

1.1.6 CSA Staff Notice 52-318 Audit Committee Follow-up Compliance Review

CSA STAFF NOTICE 52-318

AUDIT COMMITTEE FOLLOW-UP COMPLIANCE REVIEW

As announced in CSA Staff Notice 52-312 that was published on January 13, 2006, staff of the securities regulatory authorities in Alberta, Saskatchewan, Manitoba, Ontario and Québec (the participating jurisdictions) conducted a follow-up review of compliance with the provisions of Multilateral Instrument 52-110 *Audit Committees* (the Instrument). The follow-up review was necessitated by the inadequate level of compliance with the Instrument that was communicated in CSA Staff Notice 52-312. This notice outlines the results of our follow-up review.

The Instrument

The Instrument came into force on March 30, 2004 in every jurisdiction in Canada except British Columbia and Québec. In Québec, it came into force on June 30, 2005. The Instrument applies to all reporting issuers with limited exceptions.

The Instrument prescribes three broad sets of requirements:

- all members of the audit committee must be independent and financially literate (venture issuers, as that term is defined in the Instrument, are exempt from these requirements);
- an audit committee must have all of the responsibilities prescribed by the Instrument which should be set out in its charter; and
- a reporting issuer must include certain disclosure in its AIF, management information circular or MD&A.

The Review Program

We selected a sample of 25 issuers for review where a participating jurisdiction was the issuer's principal regulator. Our selection criteria included the size of the issuer's market capitalization, its industry sector, and its listing status. Our sample included 15 TSX listed issuers (TSX issuers) and 10 venture issuers.

Our review focused on each issuer's compliance with the Instrument's requirements related to audit committee composition and responsibilities. In conducting our review, we examined:

- the responsibilities of the audit committee;
- all direct or indirect relationships that each audit committee member had with the issuer;
- the basis upon which each audit committee member was determined to be independent or non-independent;
- the relevant education and experience of each audit committee member;
- the basis upon which each audit committee member was determined to be financially literate; and
- any exemptions that the issuer relied on in connection with the independence or financial literacy of an audit committee member.

Results

Audit Committee Responsibilities

Overall, the audit committees of 18 issuers (72% of issuers reviewed) had all of the responsibilities prescribed by the Instrument. This included 10 TSX issuers (67% of TSX issuers reviewed) and 8 venture issuers (80% of venture issuers reviewed).

Our review identified several instances where an issuer's audit committee was not assigned one or more of the responsibilities prescribed by the Instrument. The non-compliance related to a range of different responsibilities as set out below:

Responsibility	Section Number in Instrument	Number of Instances of Non-Compliance
Oversee work of external auditor	s. 2.3(3)	6
Review and approve issuer's hiring policies for partners and employees of issuer's current and former external auditors	s. 2.3(8)	4
Pre-approve non-audit services to be provided by external auditor	s. 2.3(4)	3
Establish procedures for handling complaints and employee concerns regarding accounting or auditing matters	s. 2.3(7)	3
Review issuer's financial statements, MD&A and annual and interim earnings press releases prior to their release	s. 2.3(5)	2
Recommend to board the external auditor to be nominated and their compensation	s. 2.3(2)	1

For each of the seven issuers where we identified instances of non-compliance, we accepted an undertaking from the issuer to address the deficiencies within a specified period of time prior to its next annual meeting.

Audit Committee Member Independence

All of the TSX issuers reviewed had audit committees comprised solely of independent directors.

While venture issuers are not required to comply with the audit committee independence requirements of the Instrument on the basis of the exemption included in Part 6, six venture issuers (60% of venture issuers reviewed) had audit committees comprised solely of independent directors.

Each of the four venture issuers that did not have fully independent audit committees had one member who was not independent. In each instance, the member was an employee or executive officer of the issuer which is a deemed material relationship under s. 1.4(3)(a). In two of those instances the individual was the issuer's president and CEO, in one instance the individual was the issuer's CFO, and in one instance the individual was an employee of the issuer.

Audit Committee Member Financial Literacy

We did not find any instances where an issuer determined that an audit committee member was not financially literate. This finding is particularly noteworthy for venture issuers as they are not required to comply with the audit committee financial literacy requirements of the Instrument on the basis of the exemption included in Part 6.

In a few instances, however, the assertion by an issuer of the financial literacy of an audit committee member was the subject of further scrutiny in our review. In these instances, we found that, although an audit committee member was ultimately determined to be financially literate, the matter had not been carefully considered by the issuer prior to our enquiry.

Issuers are reminded that the financial literacy of each director should be carefully assessed prior to that individual's appointment to the audit committee. The assessment should generally be supportable on the basis of the individual's relevant education and/or experience.

Future Reviews

All of the TSX issuers reviewed complied with the Instrument's audit committee composition requirements. However, we are concerned about the number of instances identified in our review where the audit committees of both TSX issuers and venture issuers were not assigned all of the responsibilities prescribed by the Instrument. We therefore intend to review issuers' compliance with the Instrument selectively as part of our ongoing continuous disclosure review program.

Questions

Please refer your questions to any of the following individuals:

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June 29, 2007

1.4 Notices from the Office of the Secretary

1.4.1 David Watson et al.

FOR IMMEDIATE RELEASE
June 26, 2007

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

AND

IN THE MATTER OF
DAVID WATSON, NATHAN ROGERS, AMY GILES, JOHN SPARROW, LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC. (a Florida corporation), PHARM CONTROL LTD., THE BIGHUB.COM, INC., UNIVERSAL SEISMIC ASSOCIATES INC., POCKETOP CORPORATION, ASIA TELECOM LTD., INTERNATIONAL ENERGY LTD., CAMBRIDGE RESOURCES CORPORATION, NUTRIONE CORPORATION AND SELECT AMERICAN TRANSFER CO.

TORONTO – Following a hearing held yesterday in the above noted matter, the Commission ordered that:

1. the hearing to extend the June 1st Order is adjourned until September 28, 2007 at 10:00 a.m.;

2. the title of proceedings shall be amended by removing the names of Jason Wong and Kervin Findlay; and

3. pursuant to subsection 127 (8) of the Act, the June 1st Order is extended as against the parties named in the title of proceedings in this Order until September 28, 2007 or until further order of the Commission.

A copy of the Order is 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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

1.4.2 Stanton De Freitas

FOR IMMEDIATE RELEASE
June 26, 2007

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

AND

IN THE MATTER OF
STANTON DE FREITAS

TORONTO – Following a hearing held yesterday in the above noted matter, the Commission ordered that:

1. the hearing to extend the June 13th Order is adjourned until September 28, 2007 at 10:00 a.m.; and

2. pursuant to subsection 127 (8) of the Act, the June 13th Order is extended until September 28, 2007 or until further order of the Commission.

A copy of the Order is 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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 B.C. Pacific Capital Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

Citation: B.C. Pacific Capital Corporation, 2007 ABASC 363

June 19, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK 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
B.C. PACIFIC CAPITAL CORPORATION
(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**) to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

2. Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

Representations

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

   (a) The Filer is a corporation existing under the *Business Corporations Act* (British Columbia) and its head office is located in Vancouver, British Columbia.

   (b) The Filer is a reporting issuer under the Legislation in each of the Jurisdictions. The British Columbia Securities Commission confirmed on April 30, 2007 that the Filer ceased to be a reporting issuer in British Columbia effective April 16, 2007.

   (c) On March 30, 2007 the Filer issued a press release announcing that the Filer had entered into an agreement with Brookfield Asset Management Inc. (**Brookfield**) to effect a going private transaction by way of amalgamation (the **Amalgamation**) of the Filer with 0782801 B.C. Ltd. (the **Amalgamated Company**), a wholly-owned subsidiary of Brookfield.

   (d) The Amalgamation was approved by the shareholders of the Filer at a special meeting of the shareholders held on March 29,2007 with greater than 99.8% of the votes cast in favour.

   (e) Upon completion of the Amalgamation, Brookfield owns all of the outstanding Class A subordinated shares (the **Class A Shares**) and Class B common shares (the Class B Shares and together with the Class A Shares, the **Common Shares**) of the Filer. Pursuant to the Amalgamation, each Class A Share and

Class B Share of the Filer was exchanged for a redeemable preferred share of the Amalgamated Company, which shares will be immediately redeemable for a redemption amount of $0.80 per share.

(f) On April 4, 2007 the Class A Shares and Class B Shares were de-listed from the TSX Venture Exchange.

(g) The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada.

(h) No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 Marketplace Operation.

(i) The Filer is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

(j) The Filer is not in default of any of its obligations under the Legislation as a reporting issuer other than the requirement to file its annual financial statements, annual MD&A and annual certifications which were due April 30, 2007.

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 Maker under the Legislation is that the Requested Relief is granted.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.2 NeuroMedix Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

June 20, 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
NEUROMEDIX INC.
(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 Filer is not a reporting issuer in the Jurisdictions in accordance with the Legislation (the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"):

(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 was incorporated under the laws of Canada on February 11, 2005 and its head office is located in Toronto, Ontario.

2. The Filer became a reporting issuer in each of the Jurisdictions and British Columbia as a result of filing a final prospectus and obtaining a receipt therefor on January 9, 2006.

3. The authorized capital of the Filer consists of an unlimited number of common shares ("Common Shares") and an unlimited number of Class B shares ("Class B Shares").

4. On May 10, 2007, the Filer and Transition Therapeutics Inc. ("Transition") issued a joint press release announcing that Transition had acquired 94% of the outstanding shares (including all of the Class B Shares and all of the Common Shares issuable upon exercise of outstanding options) of the Filer, and that Transition was exercising its right under the compulsory acquisition provisions of the *Canada Business Corporations Act* to acquire the remaining outstanding shares. The compulsory acquisition was completed on May 31, 2007.

5. As a result of the compulsory acquisition, the Filer has no securities, including debt securities, outstanding other than securities held directly or indirectly by Transition or affiliates of Transition.

6. The Common Shares were de-listed from the TSX Venture Exchange as of the close of trading on May 15, 2007, and no securities of the Filer are currently traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

7. As of the date hereof, the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.

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

9. The Filer is applying for a decision that the Filer is not a reporting issuer in the Jurisdictions. On May 31, 2007, the Filer filed a notice in British Columbia in accordance with BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*. As a consequence of the filing of this notice, the Filer ceased to be a reporting issuer in British Columbia on June 10, 2007.

10. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, other than with respect to the obligation to file financial statements for the interim period ended March 31, 2007 and management's discussion and analysis for such financial statements under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certification for such financial statements under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.

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.

"Robert L. Shirriff"

"Suresh Thakrar"

2.1.3 Grove Energy Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Applicable Ontario Statutory Provisions

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

June 12, 2007

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

AND

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

AND

IN THE MATTER OF
GROVE ENERGY LIMITED
(the File)

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in Alberta and Ontario (the Jurisdictions) has received an application from Grove Energy Limited (the **Filer**) under the securities legislation of the Jurisdictions (the **Legislation**) for a decision to be deemed to have ceased to be a reporting issuer in the Jurisdictions in accordance with the Legislation.

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

Representations

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

   (a) The Filer is a corporation existing under the laws of the Province of British Columbia. Prior to its acquisition by Stratic Energy Corporation (**Stratic**), the Filer's head office was located in Vancouver, British Columbia.

   (b) Stratic is a corporation existing under the laws of the Yukon Territory with its Canadian head office located in Calgary, Alberta.

   (c) The authorized share capital of the Filer consists of an unlimited number of common shares, of which 138,084,560 common shares are issued and outstanding. The Filer also has outstanding US$15,000,000 aggregate principal amount of five-year 8.75% subordinated convertible debentures (the **Debentures**). The Debentures were issued pursuant to a private placement and are beneficially owned by seven holders, none of whom are resident in Canada.

   (d) On April 24, 2007, Stratic acquired all of the issued and outstanding common shares of the Filer pursuant to an arrangement under the Business Corporations Act (British Columbia).

   (e) The Filer and Stratic are both reporting issuers under the Legislation.

   (f) The Filer ceased to be a reporting issuer under the securities legislation of British Columbia on May 24, 2007 pursuant to the procedure set forth in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.

   (g) The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada.

   (h) The common shares of the Filer were delisted from the TSX Venture Exchange at the close of business on April 30, 2007 and no securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

   (i) The Filer has no current intention to seek public financing by way of an offering of securities.

   (j) The Filer is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

(k) A cease trade order was issued against the Filer by the Ontario Securities Commission (the **OSC**) on May 25, 2007 (the **Cease Trade Order**) for failure to file audited financial statements and related management's discussion and analysis for the financial year ended December 31, 2006 as required by Ontario securities law. Pursuant to an order granted by the OSC dated June 7, 2007 the Cease Trade Order will be revoked effective as of the date on which the Filer ceases to be a reporting issuer under the Securities Act (Ontario).

(l) The Filer is not in default of any of its obligations under the Legislation as a reporting issuer other than the requirements to file: (i) annual audited financial statements and related management's discussion and analysis for the year ended December 31, 2006; (ii) interim financial statements and related management's discussion and analysis for the interim period ended March 31, 2007; (iii) annual certificates and interim certificates under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* in respect of its annual filings for the year ended December 31, 2006 and its interim filings for the interim period ended March 31, 2007; and (iv) the documents required under Part 2 of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* in respect of the year ended December 31, 2006.

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 Decisions Maker with the jurisdiction to make the decision has been met.

7. The decision of the Decision Makers under the Legislation is that the Filer be deemed to have ceased to be a reporting issuer under the Legislation.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.4 Integra Capital Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the requirement to provide a statement of policies and obtain specific and informed written consent from discretionary management clients once in each twelve-month period with respect to purchases or sales of securities of certain related issuers – subject to conditions.

Applicable Ontario Legislation

Ontario Regulation 1015, R.R.O. 1990, ss. 227(2)(b), 233.

June 20, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, 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
INTEGRA CAPITAL 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 for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the restriction against a registrant acting as a portfolio manager and exercising discretionary authority with respect to a client's account in purchasing and/or selling the securities of a related issuer or a connected issuer of the registrant without providing the client with the statement of policies of the registrant and securing the specific and informed written consent of the client once in each twelve month period (the **Annual Consent Requirement**) does not apply in the case of the Filer acting as a portfolio manager on behalf of its Clients (as defined below) where securities of The Bank of Nova Scotia (the **Bank**) are purchased or sold in a Fund (as defined below) for an account of a Client which has granted the Filer discretionary authority, subject to certain conditions.

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 Ontario.

2. The Filer carries on certain investment management activities on a discretionary basis. The Filer is registered as an advisor in all provinces of Canada other than Quebec and as a limited market dealer in Ontario and Newfoundland and Labrador. The Filer is also registered as a commodity trading manager in Ontario.

3. The Filer manages, on a fully discretionary basis, assets of those clients (collectively, the **Clients**) who enter into an investment management agreement with the Filer (the **Managed Account Agreement**). The Filer is the investment manager for both institutional Clients (**ICMC Clients**), and high net worth Clients of Integra Capital Financial Corporation (**ICFC Clients**).

4. Integra Capital Management Corporation (**ICMC**) has established, and may establish in the future, proprietary pooled funds (the ICMC Pooled Funds) and mutual funds offered by prospectus (the **ICMC Mutual Funds**), for which either the Filer or its affiliate is or will be the manager.

5. ICFC has established, and may establish in the future, proprietary pooled funds (the **ICFC Pooled Funds**), for which Integra Capital Financial Corporation (**ICFC**) is the manager.

6. The Filer has authority to carry out its investment management mandate for a Client by placing them in pooled funds, including the ICMC Pooled Funds, the ICMC Mutual Funds and the ICFC Pooled Funds (collectively, the **Funds**). With the exception of only a couple of accounts of ICFC Clients which invest solely on a segregated account basis, all other ICFC Clients are invested in the Funds.

7. Where the Filer is the manager of the Fund, the Manager will retain a third party sub-advisor (the **External Advisor**). Where the Filer is not the manager of the Fund, the manager may retain the Filer as the investment manager and the Filer will in turn retain the External Advisor. External Advisors are also appointed in respect of the segregated portfolios.

8. The External Advisors do not have any direct contact with Clients. Each External Advisor manages the portfolio of a Fund or a segregated account independently of the Filer and its affiliates and in accordance with the Fund's or the Client's investment objectives.

9. ICFC recently became an affiliate of the Bank pursuant to a share purchase transaction with principals and shareholders of the Integra group of which the Filer is a part (the **Transaction**).

10. Pursuant to the terms of the Transaction, the Filer has agreed to continue as the advisor to the ICFC Clients until ICFC or any existing or newly created affiliate of ICFC seeks registration as an advisor during the 6 month period following closing of the Transaction. When ICFC or its affiliate obtains its advisor registrations, the Filer has agreed to assign the Managed Account Agreement with each ICFC Client to ICFC or as it may direct, after providing the notice to the ICFC Client required by applicable securities legislation, regulation or rules. The Filer and its affiliate have also agreed to provide certain other transition services for a term of a year or more.

11. Each of the ICMC Mutual Funds and ICMC Pooled Funds are or will be either a related issuer of the Filer or a connected issuer, in the course of a distribution, of the Filer, depending on the facts and the terminology of the securities legislation, regulations or rules of the Principal Regulator and Other Regulators. Each of the ICFC Pooled Funds is or will be similarly a related or connected issuer of the Filer due to the fact that the Filer continues as the advisor to the ICFC Clients and the Filer has agreed with ICFC to continue to make use of the ICFC Pooled Funds for the ICFC Clients until it ceases to be the advisor pursuant to the terms of the Transaction. It should be noted that ICFC Clients are invested in both ICFC Pooled Funds and ICMC Pooled Funds and/or ICMC Mutual Funds.

12. On August 4, 2004, the Filer was granted exemptive relief from having to obtain an annual consent from the ICMC Clients and the ICFC Clients in order to invest such Clients in the Funds (the **Relief Order**), on the basis of the terms and conditions therein set out.

13. Certain of the Funds and a segregated portfolios were already invested in securities of the Bank at the time of the Transaction. Such investments were made by External Advisors with no knowledge of the pending Transaction.

14. The Filer does not want to restrict the External Advisors from purchasing or selling securities of

the Bank in the future for Clients of the Filer either directly in a segregated account or through the Funds. This would cause the Clients to lose the benefit of the External Advisor's independent advice with respect to the portfolios of the Clients or the Funds.

15. The Filer intends to obtain the specific and informed written consent of each existing ICMC Client and each existing ICFC Client to the continued holding of, and additional purchases or sales of, securities of the Bank in lieu of seeking their annual consent. All new Clients will be asked to provide their consent in the Managed Account Agreement.

16. All existing Clients will receive an amended statement of policies of the Filer. All new discretionary Clients of the Filer will receive the same statement of policies. In the event of any significant change in its statement of policies, the Filer will provide to each Client a copy of its further amended statement of policies.

17. The Legislation of each Jurisdiction prohibits a registrant from acting as an advisor of securities of the registrant, or of a related issuer of the registrant or in the course of a distribution, in respect of securities of a connected issuer of the registrant (the **Related/Connected Issuer Prohibition**).

18. The Annual Consent Requirement, to the extent applicable, exempts a registrant from the Related/Connected Issuer Prohibition.

Decision

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

The decision of the Decision Makers pursuant to the Legislation is that the Filer is exempt from the Annual Consent Requirement provided that:

(a) the Filer has secured the specific and informed written consent of the Client in advance of the exercise of discretionary authority in respect of securities of the Bank;

(b) the Filer has previously provided the Client with a statement of policies, or equivalent document, of the Filer which identifies the relationship between the Filer and the Bank; and

(c) the Filer does not participate in, or influence, the investment recommendations of an External Adviser in making its recommendation.

"Robert L Shirriff"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

2.1.5 USC Education Savings Plans Inc. - MRRS Decision

Headnote

MRRS for exemptive relief applications- Exemption from Annual Information Plan Requirements of Part 9 of National Instrument 81-106 (NI 81-106) -Issuer wants relief from the AIF requirements for its discontinued plans –Since the current prospectus for the Filer's plans that are in current distribution includes all material information that an AIF would require for the Horizon Plan, the costs of complying with Part 9 of NI 81-106 far outweigh the benefits- The issuer will provide alternative disclosure in its current prospectus for its other plans in current distribution and also provide material details of any significant differences between plans in distribution and those discontinued – The Issuer will also provide, without charge, to any investor, within ten days after the Issuer receives the request, a copy of the most recent current prospectus for its plans in current distribution.

Applicable Legislative Provisions

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

June 19, 2007

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

AND

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

AND

IN THE MATTER OF
USC EDUCATION SAVINGS PLANS INC.
(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) for an exemption from the annual information form (AIF) requirements in the Legislation (the AIF Requirement).

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 14-401 *Definitions* have the same meaning in this decision unless they are defined in the decision.

Representations

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

1. The Filer is a corporation incorporated under the *Canada Business Corporations Act*.

2. Each of the following scholarship plans (each, a Plan and collectively, the Plans) is administered by the Filer:

   (a) USC Family Group Education Savings Plan (the "Family Group Plan");

   (b) USC Family Single Student Education Savings Plan (the "Family Single Student Plan");

   (c) USC Family Multiple Student Education Savings Plan (the "Family Multiple Student Plan"); and

   (d) the Horizon Plan.

   The Family Group Plan, the Family Single Student Plan and the Family Multiple Student Plan are hereinafter collectively referred to as the "Active Plans".

3. Each of the trusts that has offered a Plan or is currently offering a Plan is a reporting issuer or the equivalent thereof as defined in the securities legislation of each Jurisdiction, where such status exists.

4. The Horizon Plan is an investment fund in the Jurisdictions for the purposes of National Instrument 81-106 - *Investment Fund Continuous Disclosure* (NI 81-106).

5. Each of the Active Plans is an investment fund for the purposes of NI 81-106.

6. The current offering of the Active Plans is being made pursuant to a prospectus dated August 9, 2006, in respect of the continuous offering of education savings plan agreements.

7. The prospectus' lapse date is August 9, 2007 and USCI does not intend to renew the Horizon Plan.

Accordingly, there will be no current prospectus for the Horizon Plan and therefore scholarship plan agreements evidencing interests in the Horizon Plan will no longer be offered for sale. Sales of interests in the Horizon Plan will cease on or before August 9, 2007.

8. The Horizon Plan is a scholarship plan. The Horizon Plan is structured as long term savings plan designed to help the contributors (each, a Subscriber) save amounts to assist the beneficiary designated by the Subscriber in paying for the expenses of the beneficiary's post-secondary education.

9. The principal contributed to the Horizon Plan by a Subscriber is returned to the Subscriber after the maturity date specified in the Subscriber's scholarship plan agreement. At the maturity date, income earned on contributions made in respect of the beneficiary is available to be issued as education assistance payments ("EAPs") to the beneficiary subsequent to such beneficiary's enrolment as a student in a qualifying educational program.

10. A beneficiary of a Subscriber to the Horizon Plan is eligible to receive EAPs from the income earned on such plan together with the corresponding amount of government grants (and income earned thereon) that have been contributed to the Plan for the beneficiary.

11. While a Subscriber is entitled to a repayment of principal in the event of the early termination of a scholarship plan agreement, the income earned on the amount of that principal is forfeited unless the Subscriber qualifies at that time for an accumulated income payment ("Accumulated Income Payment") as provided for under the *Income Tax Act* (Canada).

12. All of the Horizon Plan scholarship plan agreements will have reached their maturity dates as of 2023. The final EAPs will be paid to beneficiaries of the Horizon Plan in 2023, following which the Horizon Plan will be wound up.

13. The Filer intends to continue to annually file a renewal prospectus to permit the continued offering of the Active Plans or another scholarship plan that operates on similar terms and conditions as the Active Plans.

14. The renewal prospectus for the Active Plans will contain all material information that would otherwise have been included in the AIF for the Horizon Plan.

15. The significant differences between the Horizon Plan and Active Plans occur in the following areas:

    (i) the Horizon Plan does not have a deposit schedule to follow;

    (ii) the Horizon Plan does not include plan insurance;

    (iii) the management fee charged on the Horizon Plan is 1.95% per annum; and

    (iv) the Horizon Plan charges early withdrawal fees.

16. Section 9.2 of NI 81-106 requires an investment fund that does not have a current prospectus as at its financial year-end to file an AIF.

17. Most investment funds follow a disclosure regime that allows them to omit information from their prospectuses provided that this information is accessible to investors and prospective investors in an AIF. Scholarship plans are not permitted to use this simplified system and there is no requirement for scholarship plans to include the information required by the form for an AIF in a prospectus.

Decision

Each of the Decision Makers is satisfied that the tests 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 of each Jurisdiction is that the Filer shall not be required to prepare and file an annual information form for the Horizon Plan in accordance with the AIF Requirement, provided that:

(a) the renewal prospectus for the Active Plans discloses the material details of the significant differences between the Horizon Plan and the Active Plans;

(b) at the request of a Subscriber to the Horizon Plan, the Filer will send, without charge, to the Subscriber within ten days after the Filer receives the request, a copy of the most recent prospectus for the Active Plans; and

(c) for each Jurisdiction, this decision shall terminate one year after the coming into force of any rule or other regulation under the Legislation of the Jurisdiction that relates, in whole or in part, to continuous disclosure applicable to scholarship plans.

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

2.1.6 BTB Real Estate Investment Trust - MRRS Decision

Headnote

MRRS – Relief to provide audited financial statements in a BAR. The audited financial statements cannot be provided because historical data are not available. Issuer to provide alternative financial information in the BAR.

Applicable National Instruments

National Instrument 51-102 - Continuous Disclosure Obligations, s. 8.4.

Translation

May 28, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA,
NEW BRUNSWICK, 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
BTB 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") to grant an exemption from the continuous disclosure obligation to include the financial statements in a business acquisition report ("BAR") in connection with the Significant Acquisition (as defined below) as required by subsection 8.4(1) of National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102") (the "Requested Relief").

Application of Principal Regulator System

Under the Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications :

(a) the Autorité des marchés financiers is the principal regulator for the Filer;

(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 meanings 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 has been created pursuant to a declaration of trust dated July 12, 2006 as amended and restated on August 1st, 2006;

2. the Filer's head office is located at 1000 De La Gauchetière Street West, Suite 2900, Montreal, Québec, H3B 4W5;

3. the Filer has been a reporting issuer in all Canadian provinces since September 26, 2006;

4. the Filer's units have been listed on the TSX Venture Exchange under the symbol BTB since October 3, 2006;

5. the Filer is a Venture Issuer according to NI 51-102;

6. the Filer's financial year-end is December 31;

7. the Filer filed, on April 30, 2007, its audited consolidated financial statements for the year ended December 31, 2006;

8. the Filer acquired eight real estate properties on February 1st, 2007 for approximately $ 26,000,000 (the "Significant Acquisition'');

9. this Significant Acquisition consisted of a portfolio of mixed-use office, commercial and light industrial buildings under common control and management (the "Acquired Properties");

10. the value of the Acquired Properties on February 1st, 2007 is the same as on December 31, 2006;

11. the Filer shall file a BAR in connection with the Significant Acquisition at the latest on May 31, 2007, pursuant to paragraph 8.2 (2)(b) of NI 51-102;

12. the Filer is required to provide audited financial statements of the Significant Acquisition for a minimum of one year in the BAR;

13. the financial statements of the Acquired Properties have never been audited;

14. the books, records and other justificatory documents pertaining to the Acquired Properties are not available and it is impracticable to provide the financial statements required pursuant to item 8.4 of NI-51-102;

15. the Acquired Properties have been owned by the sellers for more than 15 years;

16. the Acquired Properties have been self-constructed more than 15 years ago and, as such, the sellers do not have information on hand which provides a basis to validate the accounting historical cost;

17. the Filer will provide the purchase price of the Acquired Properties as of December 31, 2006, which purchase price is based on the value of the Acquired Properties as at February 1st, 2007;

18. the Filer is not in default of his continuous disclosure obligations under the Legislation.

Decision

The Decision Makers being satisfied that they have jurisdiction to make this decision and that the relevant test under the Legislation has been met, the Requested Relief is granted provided that the following financial statements are filed in the required BAR :

1. an audited statement of assets purchased and liabilities assumed as at December 31, 2006 and an audited combined statement of income before amortization, interest and taxes (the "Statement of Income") for the properties comprising the Significant Acquisition for the year ended December 31, 2006 including unaudited comparative figures as of December 31, 2005 for the Statement of Income;

2. unaudited consolidated pro forma financial statements of the Filer giving effect to the Significant Acquisition as at December 31, 2006.

"Josée Deslauriers"
Director of Capital Markets
Autorité des marchés financiers

2.1.7 Fairquest Energy Limited - s. 1(10)b

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

Citation: Fairquest Energy Limited, 2007 ABASC 378

June 20, 2007

Burnet, Duckworth & Palmer LLP
1400, 350 - 7 Avenue SW
Calgary, AB T2P 3N9

Attention: Michael D. Sandrelli

Dear Sir:

Re: Fairquest Energy Limited (the Applicant) - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Ontario and Québec (the Jurisdictions)

The Applicant has applied to the local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions for a decision under the securities legislation (the Legislation) of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;

2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;

3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 20th day of June, 2007.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.8 New World Gaming Partners Ltd. and Gateway Casinos Income Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Take-over bid and subsequent business combination – relief from the prohibition against collateral benefits – offeror entered into collateral agreements with unitholders of target – agreements are for purposes of acquiring certain business development opportunities, the agreements are commercially reasonable and are unrelated to the transfer of securities of the unitholders under the bid – Rule 61-501 requires sending of information circular and holding of meeting in connection with second step business combination – target's declaration of trust provides that a resolution in writing executed by unitholders holding more than 66 2/3% of the outstanding units is valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of Unitholders – second step business combination to be subject to minority approval, calculated in accordance with section 8.2 of Rule 61-501 – relief granted from requirement that information circular be sent and meeting be held.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 97(2), 104(2)(a).
OSC Rule 61-501 Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions, ss. 4.2 and 9.1.

June 11, 2007

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

AND

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

AND

IN THE MATTER OF
NEW WORLD GAMING PARTNERS LTD. AND
GATEWAY CASINOS INCOME FUND

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from New World Gaming Partners Ltd. (the **Offeror**) for a decision under the securities legislation of

the Jurisdictions (the **Legislation**) that, in connection with the Offeror's offer (the **Offer**) to purchase all of the issued and outstanding units (the **Units**) of Gateway Casinos Income Fund (the **Fund**) and all of the issued and outstanding convertible debentures (the **Convertible Debentures**) of the Fund, the GCI Purchase Agreement (as defined below) and the SOF Purchase Agreement (as defined below) have been made for reasons other than to increase the value of the consideration paid to the GCI Unitholders (as defined below) and Gateway Langley (as defined below) and may be entered into despite the provisions of the Legislation that prohibit an offeror who makes or intends to make a take-over bid from entering into any collateral agreement, commitment or understanding with any holder or beneficial owner of securities of the offeree issuer that has the effect of providing to the holder or owner a consideration of greater value than that offered to other holders of the same class of securities (the **Collateral Benefit Prohibition Relief**).

The Decision Makers in each of the Province of Ontario and the Province of Quebec have received an application from the Offeror for a decision under the Legislation of such Provinces that the provisions of the Legislation of such Provinces that require:

(i) a Compulsory Acquisition (as defined below) or Subsequent Acquisition Transaction (as defined below), as applicable, to be approved at a meeting of the holders (the **Unitholders**) of Units; and

(ii) an information circular to be sent to Unitholders in connection with either the Compulsory Acquisition or the Subsequent Acquisition Transaction, as applicable;

be waived (the **Second Step Transaction 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.

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 Offeror:

The Offeror and the Parents

1. The Offeror is a corporation governed by the *Canada Business Corporations Act*. The Offeror's head office is located at 100 Wellington Street West, Canadian Pacific Tower, TD Centre Suite 2200, Toronto, Ontario. The Offeror is not a reporting issuer in any jurisdiction.

2. The Offeror is indirectly owned as to 50% by each of Macquarie European Investments Pty Ltd. and Publishing and Broadcasting Limited (the **Parents**). Macquarie European Investments Pty Ltd. is a corporation governed by the laws of Australia and is an affiliate of Macquarie Bank Limited, a publicly listed investment bank governed by the laws of Australia. Publishing and Broadcasting Limited is a publicly listed corporation governed by the laws of Australia.

3. Neither the Offeror nor the Parents beneficially own any Units and have no current intention of acquiring any Units, other than pursuant to the Offer (as defined below), prior to the expiry date of the Offer.

4. The Offeror and the Parents are entirely at arm's length with and have no interest in, and no agreement, commitment or understanding with, the GCI Unitholders, GCI or Gateway Langley (each as defined below) with respect to any matter whatsoever other than the GCI Purchase Agreement, the SOF Purchase Agreement and the Lock-Up Agreements (as defined below).

The Fund

5. The Fund is an unincorporated, open-ended limited purpose trust established under the laws of the Province of British Columbia by an amended and restated declaration of trust made as of November 14, 2002 (the **Declaration of Trust**). The Fund's head office is located at Suite 210, 4240 Manor Street, Burnaby, British Columbia. The Fund is a reporting issuer in each of the Jurisdictions.

6. The authorized capital of the Fund consists of an unlimited number of Units of which 32,036,303 are issued and outstanding as of May 8, 2007. The Convertible Debentures consist of $35,000,000 principal amount of 5.35% convertible extendible unsecured subordinated debentures issued by the Fund on April 25, 2006.

7. The Units and the Convertible Debentures are listed and posted for trading on the Toronto Stock Exchange. The Units and the Convertible Debentures are held by CDS Clearing and Depository Services Inc. (**CDS**) in book-entry only form.

GCI Unitholders

8. No. 306 Cathedral Ventures Ltd., 1262613 Ontario Limited, Spottswoode Ventures Inc., No. 316 Cathedral Ventures Ltd., 630025 B.C. Ltd., No. 336 Cathedral Ventures Ltd., No. 326 Cathedral

Ventures Ltd., Templar Ventures Ltd., 1428180 Ontario Ltd., 570108 B.C. Ltd., Tocher Holdings Ltd., Knight Ventures Ltd., Maxmillian Ventures Ltd., Nairbo Investments Ltd., Trian Equities Ltd. and Kieren Ventures Ltd. (the **GCI Unitholders**) and Gateway Langley Holdings Ltd. (**Gateway Langley**), a subsidiary of GCI (as defined below), collectively hold approximately 31.4% of the issued and outstanding Units on a fully diluted basis.

9. Trustees and officers of the Fund or their respective associates beneficially own or exercise control or direction over certain of the GCI Unitholders who own, in the aggregate, approximately 29.86% of the outstanding Units on a fully diluted basis.

Gateway Casinos Inc.

10. Gateway Casinos Inc. (**GCI**) is a corporation governed by the *Canada Business Corporations Act*. The head office of GCI is located at Suite 210, 4240 Manor Street, Burnaby, British Columbia. GCI is not a reporting issuer in any jurisdiction. 100% of the issued and outstanding shares of GCI are owned directly or indirectly by the GCI Unitholders or their affiliates.

11. GCI owns all of the issued and outstanding shares of:

    (a) Gateway Casinos Alberta Ltd. (the **Gateway Alberta Shares**);

    (b) GC Parking Ltd. (the **GC Parking Shares**); and

    (c) Gateway Langley.

Star of Fortune Gaming Management (B.C.) Corp.

12. Star of Fortune Gaming Management (B.C.) Corp. (**Star of Fortune**) is a corporation governed by the *Business Corporations Act* (British Columbia). The head office of Star of Fortune is located at Suite 1908, 925 West Georgia Street, Vancouver, British Columbia. Star of Fortune is not a reporting issuer in any jurisdiction. 50% of the issued and outstanding shares of Star of Fortune are owned directly or indirectly by the GCI Unitholders or their affiliates. 50% of the issued and outstanding shares of Star of Fortune are owned directly or indirectly by third parties who are unrelated to the Fund, GCI, the GCI Unitholders or their respective affiliates.

The Auction

13. Beginning in October 2006, the board of trustees of the Fund (the **Trustees**), in conjunction with the Fund's external advisors, commenced a detailed strategic alternative review process with the aim of creating and enhancing Unitholder value. As part of this process, the Fund and CIBC World Markets (**CIBC WM**) conducted an auction process (the Auction), which included among other things, contacting and following up with a number of key industry and financial participants considered to have the capacity and potential to purchase the Fund.

14. In connection with the Auction, the Fund established a special committee of Trustees (the **Special Committee**) (who are independent of the Fund's management, GCI, the GCI Unitholders and Gateway Langley) to review, consider and evaluate the strategic alternatives available to the Fund, to review any transaction proposals submitted as a part of the Auction and to make recommendations to the Board of Trustees. The Special Committee was also mandated to review any issues that may have arisen as a result of the involvement of GCI and the GCI Unitholders in any combined sale of the Fund, GCI and Star of Fortune.

15. The Special Committee engaged its own independent legal advisors and financial advisors in order to assist it in making its recommendations. In particular, RBC Dominion Securities Inc. (**RBCDS**) was retained by the Special Committee to deliver an opinion as to the fairness, from a financial point of view, of the consideration to be received by the Fund or its Unitholders, other than the "GCI Group" (which was defined to include, among others, the GCI Unitholders and Gateway Langley), under a potential transaction involving the sale of the Fund.

16. In November 2006, the Special Committee approved the proposed process of obtaining separate but concurrent bids for the Fund and for the assets of each of GCI and Star of Fortune. This process included a request to bidders to make bids for the Fund unconditional on the acquisition of the assets of GCI. After receiving the views of the Special Committee, the Fund determined that a concurrent auction process involving the Fund, GCI and Star of Fortune would maximize value for Unitholders.

17. The Fund also expressed a preference to all Auction participants for a take-over bid structure, as opposed to other acquisition structures, due to simplicity and for tax efficiencies in favour of all Unitholders.

18. On March 26, 2007, the Fund received four binding and fully financed offers, including the offer submitted by the Offeror. Each of the four offers allocated separate purchase prices for each of the Units, the assets of GCI and the shares of Star of Fortune. The Trustees, after receiving

input from CIBC WM, the Fund's legal advisors and the Special Committee and its legal advisors and financial advisors, determined that the final proposal from the Offeror was the superior transaction proposal and provided the most compelling and highest price for Unitholders. The final proposal from the Offeror was also the highest offer for the GCI assets and the shares of Star of Fortune on a combined basis. The Offeror has been advised by the Fund that the proportion of the aggregate purchase price allocated by the Offeror for the assets of GCI and the shares of Star of Fortune, on a combined basis, is consistent with the amounts allocated by the other bidders for such assets and shares in proportion to the aggregate purchase price offered by such other bidders.

19. On April 3, 2007, RBCDS issued its fairness opinions (the **Fairness Opinions**) that the consideration per Unit offered pursuant to the Offer is fair, from a financial point of view, to the Unitholders other than the GCI Group and that the consideration offered for the Convertible Debentures is fair, from a financial point of view, to the Debentureholders.

20. On April 3, 2007, the Special Committee unanimously recommended to the Trustees, and the Trustees unanimously selected, the Offeror's proposal as both the highest and most compelling of the four transaction proposals received. In addition to the purchase price, the Fund considered a number of other factors associated with the Offer which it viewed as compelling, including, among others, (i) the fact that one of the Parents, Publishing and Broadcasting Limited, is a sophisticated and experienced gaming operator; (ii) the nature of the guarantee provided by the Parents in the Support Agreement (defined below) and the deal certainty that this guarantee provided; (iii) the representations and warranties included in the Support Agreement; and (iv) the nature of the proposed "fiduciary out" and the amount and structure of the proposed break-fee contained in the Support Agreement.

21. On April 3, 2007, the Offeror, Macquarie Bank Limited, Publishing and Broadcasting Limited and the Fund entered into a support agreement (the **Support Agreement**) pursuant to which the Trustees agreed, subject to certain conditions, to recommend that the Unitholders and Debentureholders tender the Units and Convertible Debentures that they hold to the Offer. On April 23, 2007, Macquarie Bank Limited assigned all of its rights and liabilities under the Support Agreement to Macquarie European Investments Pty Ltd.

22. On April 3, 2007, the Offeror and each of the GCI Unitholders and Gateway Langley entered into lock-up agreements (the **Lock-up Agreements**) pursuant to which the GCI Unitholders and Gateway Langley have agreed to tender all Units held by them to the Offer and to otherwise support the transactions contemplated by the Support Agreement.

23. In connection with the delivery of its Fairness Opinions, RBCDS also advised the Special Committee that, in its view, there was no basis to consider that there was any undervaluation of the Units pursuant to the Offer or overvaluation of the assets to be purchased from GCI pursuant to the GCI Purchase Agreement (as defined below) or Star of Fortune pursuant to the SOF Purchase Agreement (as defined below).

24. In connection with the review of the proposal submitted by the Offeror, it was determined that Royal Bank of Canada (**Royal Bank**), an affiliate of RBCDS, had been engaged by the Offeror to provide financing for the purchase of the Units and Convertible Debentures, the assets of GCI and the shares of Star of Fortune, and to act as co-lead arranger together with an unrelated lender acting as primary lead, of a lending syndicate. The Special Committee reviewed with representatives of RBCDS the origin of this involvement and received assurances that appropriate steps had been taken by RBCDS and Royal Bank to ensure confidentiality and independence of function in respect of each engagement. The Special Committee concluded that it was satisfied that, in light of the solicitation process followed and the advice given and steps taken by RBCDS during this process, that the potential involvement of the Royal Bank in the financing of the Offer did not compromise the recommendations given to the Special Committee by RBCDS in its capacity as the Special Committee's financial advisor. The Offeror has no reason to believe that any potential conflicts of interest were not adequately addressed by RBCDS and Royal Bank.

GCI Purchase Agreement and SOF Purchase Agreement

25. Pursuant to the terms of a share purchase agreement entered into contemporaneously with the Support Agreement dated April 3, 2007 between the Offeror, the Parents, GCI and Gateway Langley, among others (the **GCI Purchase Agreement**), the Offeror agreed, subject to certain conditions, to purchase from GCI the Gateway Alberta Shares and the GC Parking Shares and certain other assets from GCI and its affiliates, including certain accounts receivable of Gateway Langley. The purchase price to be received by entities ultimately controlled by the GCI Unitholders and Gateway Langley under the GCI Purchase Agreement will represent an amount equal to approximately 10.8% of the maximum amount payable by the

Offeror for Units and Convertible Debentures under the Offer.

26. Pursuant to the terms of a share purchase agreement entered into contemporaneously with the Support Agreement dated April 3, 2007 between the Offeror, the Parents, GCI, and certain third parties that are unrelated to the Fund, GCI or the GCI Unitholders, among others (the **SOF Purchase Agreement**), the Offeror has agreed to purchase, among other things, GCI's 50% indirect interest in Star of Fortune Gaming Management (B.C.) Corp. (**Star of Fortune**). The purchase price to be received by entities ultimately controlled by the GCI Unitholders under the SOF Purchase Agreement will represent an amount equal to approximately 12.5% of the maximum amount payable by the Offeror for Units and Convertible Debentures under the Offer.

27. The GCI Purchase Agreement and the SOF Purchase Agreement have been entered into for business purposes and not for the purpose of providing the GCI Unitholders or Gateway Langley with greater consideration for their Units than the consideration to be received by the other Unitholders. To this end, in making its offers to acquire the assets of GCI and the shares of Star of Fortune, the Offeror considered the following:

    a. There is common management between the Fund, GCI and Star of Fortune in that management of the operating subsidiaries of the Fund also provide management services to GCI and its subsidiaries and Star of Fortune pursuant to a management agreement entered into in November 2002. To the extent that the operations of the Fund, GCI and Star of Fortune were acquired by different parties, the Fund would risk the loss of certain of their executive officers.

    b. The operations of GCI and Star of Fortune are comprised of immature gaming assets which were specifically excluded from the Fund's portfolio of mature gaming assets when the operations of the Fund converted into a publicly listed income fund. It has always been the Fund's intention to acquire these assets once they developed into mature revenue producing gaming facilities. In this regard, GCI and the Fund entered into a right of first offer agreement in November 2002 (the **ROFO Agreement**) pursuant to which the Fund received the option to purchase the assets or shares of GCI in the event of a third party offer. In addition, GCI and certain of the GCI Unitholders have provided the Fund with a pre-emptive right which permits the Fund to evaluate and pursue any proposed acquisitions in the gaming industry that GCI or its shareholders wish to pursue. The ROFO Agreement and related pre-emptive right enables GCI to source and develop various gaming opportunities which would not otherwise be available to the Fund for development, while providing the Fund with the ability to capitalize on these opportunities when appropriate in the future.

    c. From a business perspective, while the acquisition of the Fund, on its own, would provide the Offeror with consistent and solid revenues, it is the concurrent acquisition of the assets of GCI and shares of Star of Fortune that is anticipated to increase the Offeror's internal rates of return, as well as provide the Offeror with more significant market share in the gaming and entertainment sector in western Canada.

    d. Although the consummation of the transactions contemplated by the GCI Purchase Agreement and the SOF Purchase Agreement are not conditions to the completion of the Offer, the Offeror would not have agreed to make the Offer or to have entered into the Support Agreement without having also obtained the right to acquire the assets and shares to be acquired pursuant to the GCI Purchase Agreement and the SOF Purchase Agreement.

    e. The British Columbia Lottery Corporation (the **BCLC**) has expressed a preference that existing management be retained and employed by the purchaser of the Fund, the assets of GCI and the shares of Star of Fortune, which is the Offeror's intent. The BCLC has also indicated a preference that common management of the Fund and Star of Fortune be maintained in order to ensure that certain development and re-development programs are completed as planned and approved.

28. The GCI Purchase Agreement and the SOF Purchase Agreement were negotiated at arm's length and separate from the Support Agreement. The GCI Unitholders were represented by separate legal counsel from the Fund.

29. Notwithstanding the GCI Purchase Agreement and the SOF Purchase Agreement, the consideration paid to the GCI Unitholders for their Units to be deposited under the Offer is identical to the consideration to be paid to all other Unitholders.

The Offer

30. The Offeror has made the Offer to purchase all of the issued and outstanding Units of the Fund (including any Units issuable upon the conversion of any Convertible Debentures prior to the expiry of the Offer) at a price per Unit of $25.26 in cash and all of the issued and outstanding Convertible Debentures at a price per Convertible Debenture of $1,322.51 per $1,000 principal amount of Convertible Debentures in cash plus accrued but unpaid interest on the principal amount of the Convertible Debentures up to the date that the Offeror first takes up Units and Convertible Debentures tendered pursuant to the Offer. The $25.26 price being offered for the Units assumes that the Fund will not declare or pay any dividends or other distributions on the Units in excess of its regular monthly distribution in an amount not to exceed $0.125 per Unit.

31. The Offer has been made by way of a single offer and a take-over bid circular that was mailed simultaneously to all holders of Units and Convertible Debentures on May 14, 2007 and prepared in accordance with applicable securities legislation and such other terms and conditions as required by law.

32. The Offer will be conditional on, among other things, there being validly deposited under the Offer and not withdrawn at the expiry time at least 66 2/3% of the Units (the **Minimum Tender Condition**). The Minimum Tender Condition cannot be waived by the Offeror without the consent of the Fund. For the Minimum Tender Condition to be satisfied, a majority of Units held by Unitholders, other than the GCI Unitholders, will need to be tendered to the Offer.

33. If the conditions to the Offer are satisfied (or waived by the Offeror with the consent of the Fund) and the Offeror takes up and pays for Units deposited pursuant to the Offer, the Offeror must pursue and consummate a transaction to acquire the remaining Units under the terms of the Support Agreement.

34. It is currently the Offeror's intention that:

    (a) if the Offer is accepted by Unitholders of not less than 90% of the Units (a **Compulsory Acquisition**) the Offeror may proceed with a compulsory acquisition of the Units not deposited to the Offer as permitted by the Declaration of Trust for the same consideration per Unit as was paid under the Offer;

    (b) if a Compulsory Acquisition as permitted under the Declaration of Trust is not available to the Offeror, the Offeror will acquire the Units not deposited to the Offer by:

        (i) causing the Declaration of Trust to be amended as permitted pursuant to its terms (the **Declaration of Trust Amendment**) to provide that a subsequent acquisition transaction may be effected if the Offeror and its affiliates, after take-up and payment of Units deposited under the Offer, hold not less than 66 2/3% of the then outstanding Units or to make such other amendment as is necessary and permitted under the Declaration of Trust, in order to provide for the acquisition of the Units not deposited to the Offer in each case at the same price as the price paid under the Offer (the acquisition following such amendment referred to herein as a **Subsequent Acquisition Transaction**); and

        (ii) proceeding with a Subsequent Acquisition Transaction in respect of the Units not deposited to the Offer as permitted by the Declaration of Trust, as so amended; and

    (c) in connection with either a Compulsory Acquisition, if available and if the Offeror elects to proceed thereunder, or a Subsequent Acquisition Transaction, the Offeror currently intends to amend the provisions of the Declaration of Trust by the Written Resolution (as defined below), to provide that Units held by non-tendering Unitholders will be deemed to have been transferred to the Offeror immediately on the giving of the Offeror's notice, as prescribed by the Declaration of Trust, and that those non-tendering Unitholders will cease to have any rights as Unitholders from and after that time, other than the right to be paid the same consideration that the Offeror would have paid to the non-tendering Unitholders if they had tendered those Units to the Offer (the **Notice Amendment**).

    (d) in order to effect either a Compulsory Acquisition, if available and if the Offeror elects to proceed thereunder, or a Subsequent Acquisition Transaction in accordance with the foregoing, rather than seeking Unitholders' approval of the Declaration of Trust Amendment at a

special meeting of the Unitholders to be called for such purpose, the Offeror will rely on section 12.10 of the Declaration of Trust, which specifies that a resolution in writing executed by Unitholders holding more than 66 2/3% of the outstanding votes required to vote in favour thereof at a meeting of Unitholders to approve that resolution shall be as valid and binding as if such Unitholders had exercised at that time all of their voting rights in favour of such resolution at a meeting of Unitholders duly called for that purpose (the **Written Resolution**), which Written Resolution will approve, among other things, the Declaration of Trust Amendment, the Notice Amendment and any Compulsory Acquisition or Subsequent Acquisition Transaction undertaken in accordance therewith, as applicable.

35. Notwithstanding section 12.10 of the Declaration of Trust, the Compulsory Acquisition or the Subsequent Acquisition Transaction will constitute a "business combination" (as defined in OSC Rule 61-501 – *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions* (**61-501**)) and a "going-private transaction" (as defined in Québec Regulation Q-27 – *Respecting Protection of Minority Securityholders in the course of Certain Transactions* (**Regulation Q-27**)) and will require approval at a meeting of Unitholders called for that purpose.

36. To effect either a Compulsory Acquisition or a Subsequent Acquisition Transaction, as applicable, the Offeror will obtain minority approval, as that term is defined in the Legislation, calculated in accordance with the terms of Section 8.2 of the Regulation Q-27 and Section 8.2 of 61-501 (the **Minority Approval**), albeit not at a meeting of Unitholders, but by Written Resolution.

37. In obtaining Minority Approval, the Offeror will exclude the votes attaching to all Units beneficially owned, directly or indirectly, or controlled or directed by any of the GCI Unitholders or Gateway Langley, and the relevant interested parties and related parties of any of the GCI Unitholders or Gateway Langley, and any person or company acting jointly or in concert with any of the GCI Unitholders or Gateway Langley in respect of the relevant transactions.

38. The take-over bid circular that will be provided to Unitholders in connection with the Offer contains all disclosure required by applicable securities laws, including, without limitation, the take-over bid provisions and form requirements of the securities legislation in the Jurisdictions and the provisions of 61-501 relating to the disclosure required to be included in a disclosure document for a formal bid in respect of a second-step business combination.

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 Collateral Benefit Prohibition Relief is granted.

"James Turner"
Commissioner
Ontario Securities Commission

"Margot C. Howard"
Commissioner
Ontario Securities Commission

Each of the Decision Makers in the Province of Ontario and the Province of Quebec 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 Province of Ontario and the Province of Quebec under the Legislation of such Provinces is that the Second Step Transaction Relief is granted provided that Minority Approval shall have been obtained, albeit not at a meeting of Unitholders, but by Written Resolution.

"Naizam Kanji"
Manager
Ontario Securities Commission

2.1.9 OncoGenex Technologies Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - s. 1(10) of the Securities Act (Ontario) - application for an order that the issuer is not a reporting issuer under applicable securities laws.

Applicable Ontario Statutory Provisions

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

June 22, 2007

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

AND

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

AND

IN THE MATTER OF
ONCOGENEX TECHNOLOGIES INC. (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**) for a decision that the Filer is not a reporting issuer in the Jurisdictions (the **Requested Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decisions 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 was incorporated under the laws of Canada under the name 3766284 Canada Inc. on May 26, 2000. On July 6, 2000, the Filer changed its name to OncoGenex Technologies Inc.

2. The principal office of the Filer is located at 400 - 1001 West Broadway, Vancouver, British Columbia, V6H 4B1.

3. In connection with a proposed initial public offering of its securities (the **Offering**), the Filer filed with all of the provinces of Canada, among other things, a final base PREP prospectus dated February 28, 2007 (the **Prospectus**).

4. An MRRS Decision Document was issued in respect of the Prospectus on March 1, 2007 (the **Receipt**).

5. Upon issuance of the Receipt, the Filer became a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, and Newfoundland and Labrador.

6. The Filer has discontinued the Offering and has not distributed, and has no intention to distribute, securities under the Prospectus.

7. The Filer currently has the same security holders as it had prior to filing the Prospectus.

8. On March 7, 2007, the Filer applied to cease to be a reporting issuer in British Columbia under BC Instrument 11-502, and pursuant to the terms thereof, the Filer ceased to be a reporting issuer in British Columbia effective March 18, 2007.

9. The Filer is authorized to issue an unlimited number of common shares without par value, of which 1,285,500 are issued and outstanding; 760,000 Series 1 Class A preferred shares without par value, of which 513,394 are issued and outstanding; 420,000 Series 2 Class A preferred shares without par value, of which 335,411 are issued and outstanding; 4,543,553 Series 1 Class B preferred shares without par value, of which 4,543,553 are issued and outstanding; 5,058,084 Series 2 Class B preferred shares without par value, of which 4,401,895 are issued and outstanding; and an unlimited number of Class C preferred shares, of which none are issued or outstanding.

10. The outstanding securities of the Filer has not changed since it filed the Prospectus.

11. To the knowledge of the Filer, no trading of its securities has occurred since it filed the Prospectus.

12. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada except for British Columbia, where 40 residents own outstanding securities of the Filer.

13. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 51 security holders in total in Canada.

14. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

15. The Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

16. The Filer is not in default of any of its obligations under the legislation of the Jurisdictions as a reporting issuer, except that the Filer has not filed a SEDI profile supplement as required under National Instrument 55-102, and has not filed its annual financial statements and MD&A and its interim financial statements and MD&A as required under National Instrument 51-102 Continuous Disclosure Obligations.

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 is that the Requested Relief is granted.

"Robert L Shirriff"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

2.1.10 Jones Heward Investment Counsel Inc. and BMO Investments Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption to allow dealer managed mutual fund to invest in common shares 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 common shares 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.

June 25, 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,
THE NORTHWEST TERRITORIES, NUNAVUT
AND THE YUKON
(the "Jurisdictions")

AND

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

AND

JONES HEWARD INVESTMENTCOUNSEL INC.
(the "Dealer Manager")

AND

BMO INVESTMENTS INC.
(the "Manager")

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 Manager and from the Dealer Manager (the Manager and the Dealer Manager together, the "**Applicant**") for and on behalf of the mutual fund named in Appendix "A" (the "**Fund**" or "**Dealer Managed Fund**"), 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 Fund to invest in Common Shares (as defined below) of Celtic

Exploration Ltd. (the "**Issuer**") during the 60-day period following the completion of the distribution (the "**Prohibition Period**") of the Offering (as defined below) of units (the "**Units**"), each Unit consisting of one common share (each a "**Common Share**") of the Issuer and one subscription receipt (each a "**Receipt**"), each Receipt entitling the holder to acquire one Common Share upon the completion of the Asset Acquisition (as defined below), notwithstanding that an associate or affiliate of the Dealer Manager and the Manager acts or has acted as an underwriter in connection with the offering (the "**Offering**") of Units on a private placement basis in British Columbia, Alberta, Saskatchewan, Ontario, Quebec, U.S. and other eligible foreign jurisdictions (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(1) of NI 81-102 in relation to the specific facts of each application.

Interpretation

Defined terms contained in National Instrument 14-101 - *Definitions* have the same meanings in this decision unless they are 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 Fund, and the Dealer Managed Fund is a "dealer managed fund", as such terms are defined in section 1.1 of NI 81-102.

2. The Dealer Manager is the portfolio adviser of the Dealer Managed Fund.

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

4. The securities of the Dealer Managed Fund are qualified for distribution in one or more of the provinces and territories of Canada pursuant to a simplified prospectus (the "**Prospectus**") that has been prepared and filed in accordance with their respective securities legislation.

5. The Manager is an indirect subsidiary of Bank of Montreal.

6. According to the Issuer's term sheet in respect of the Offering dated June 4, 2007 (the "**Term Sheet**"), the Offering will be underwritten, subject to certain terms, by a syndicate that includes, among others, BMO Nesbitt Burns Inc. (the "**Related Underwriter**"), an affiliate of each of the Dealer Manager and the Manager (the Related Underwriter and any other underwriters which are now or may become part of the syndicate, the "**Underwriters**").

7. As described in the Issuer's Annual Information Form dated March 30, 2007 (the "**AIF**"), the Issuer was incorporated in Alberta and is engaged in the exploration for, and the development of, oil and natural gas. The Issuer's current activities are focussed at various sites within Alberta.

8. As described in the Term Sheet, the Offering is to be comprised of 1,600,000 Units at a price of $28.70 per Unit with aggregates of $22,960,000 in Common Shares and $22,960,000 in Receipts. The Underwriters will be entitled to a commission of 4.5% of the total Offering. Should rights of first refusal be exercised in relation to the Asset Acquisition resulting in a reduction of greater than 25% of the production associated with the Asset Acquisition, the $22,960,006 in Receipts will be reduced on a proportionate basis relative to the reduction of production.

9. As described in the Term Sheet, the closing of the Offering is expected to occur on or about June 26, 2007 (the "**Closing Date**").

10. As disclosed in the Term Sheet, the proceeds of the Offering will be used by the Issuer to fund the acquisition of assets in the Kaybob South area of Alberta (the "**Asset Acquisition**"), to fund the Issuer's capital expenditure program and for general corporate purposes. If the Asset Acquisition does not close, the proceeds of the Offering derived from the offering of Common Shares will be used to fund the Issuer's capital expenditure program and for general corporate purposes.

11. The proceeds of the Offering derived from the Receipts will be held by a Canadian trust company or other escrow agent acceptable to the Issuer and the Underwriters under the guidelines of the Investment Dealers Association and the Canadian Investor Protection Fund and invested in short-term obligations, or guaranteed by, the Government of Canada (and other approved investments) pending the closing of the Asset Acquisition. Provided that the closing of the Asset Acquisition is completed on or before 5:00 p.m. (Calgary Time) August 31, 2007, the funds will be released and Common Shares will be issued to

holders of Receipts. If the Asset Acquisition has not been completed by such time, the Issuer will refund the aggregate issue price of the Receipts plus any interest earned on such proceeds to subscribers.

12. As further disclosed in the AIF, the Issuer's outstanding Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "CLT". The Common Shares which comprise a portion of the Units and the Common Shares to be issued upon exercise of the Receipts shall be listed for trading on the TSX.

13. The Term Sheet does not disclose that the Issuer is a "related issuer/connected issuer" as defined in National Instrument 33-105 – *Underwriting Conflicts*.

14. Despite the affiliation between the Dealer Manager and the Related Underwriter, the Dealer Manager operates independently of the Related Underwriter. 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 up to date restricted-issuer lists 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.

15. The Dealer Managed Fund is not required or obligated to purchase any Common Shares during the Prohibition Period.

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

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

    (a) in accordance with the allocation factors or criteria stated in the written policies or procedures put in place by the Dealer Manager for the Dealer Managed Fund and Managed Accounts, and

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

18. Except as described above, the Dealer Manager has not been involved in the work of the 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 Fund will purchase Common Shares during the Prohibition Period.

19. There will be an independent committee (the "**Independent Committee**") appointed in respect of the Dealer Managed Fund to review the Dealer Managed Fund's investments in the Common Shares during the Prohibition Period.

20. 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 the Manager, the Dealer Manager, the Dealer Managed Fund, 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 Manager or the Dealer Manager.

21. 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 respective Dealer Managed Fund and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

22. The Dealer Manager, in respect of the Dealer Managed Fund, will notify a member of staff in the Investment Funds Branch of the Ontario Securities Commission, in writing of any SEDAR Report (as defined below) filed on SEDAR, as soon as practicable after the filing of such a report, and the notice shall include the SEDAR project number of the SEDAR Report and the date on which it was filed.

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 is that the Requested Relief is granted, notwithstanding that the Related Underwriter acts or has acted as underwriter in the Offering provided the following conditions are satisfied:

I. At the time of each purchase of Common Shares (a "**Purchase**") by the 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, the 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 Common Shares purchased for the Dealer Managed Fund 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 the Related Underwriter for the Purchase of Common Shares for the Dealer Managed Fund.

IV. The Related Underwriter does not purchase Common Shares in the Offering for its own account except Common Shares sold by the Related Underwriter on closing.

V. The Dealer Managed Fund has an Independent Committee to review the Dealer Managed Fund's investments in Common Shares during the Prohibition Period.

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

VII. 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 Fund and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

VIII. The Dealer Managed Fund does 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 VII above.

IX. The Dealer Managed Fund does 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 VII above.

X. The cost of any indemnification or insurance coverage paid for by the Manager, the Dealer Manager, any portfolio manager of the Dealer Managed Fund, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Fund 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 VII above is not paid either directly or indirectly by the Dealer Managed Fund.

XI. The Dealer Manager files a certified report on SEDAR (the "**SEDAR Report**") in respect of the Dealer Managed Fund, 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 Common Shares purchased by the Dealer Managed Fund;

(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 Common Shares;

(iv) if the Common Shares were purchased for the Dealer Managed Fund 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 Fund purchased the Common Shares and the fees or commissions, if any, paid by the Dealer Managed Fund in respect of such Purchase;

(b) a certification by the Dealer Manager that the 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 interest of the Dealer Managed Fund, or

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

(c) confirmation of the existence of the Independent Committee to review the Purchase of Common Shares by the Dealer Managed Fund, 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; and

(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 each Dealer Managed Fund by the Dealer Manager to purchase Common Shares for the Dealer Managed Fund and each Purchase by the Dealer Managed Fund:

(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 Fund, or

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

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

(a) any determination by it that the condition set out in paragraph XI(d) has not been satisfied with respect to any Purchase of Common Shares by the 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 Managers or Dealer Manager of the Dealer Managed Fund, in response to the determinations referred to above.

XIII. Each Purchase of Common Shares is made on the TSX.

XIV. An Underwriter provides to the Dealer Manager written confirmation that the “dealer restricted

period" in respect of the Offering, as defined in OSC Rule 48-501, *Trading During Distributions, Formal Bids d Share Exchange Transactions*, has ended.

"Darren McKall"
Acting Director, Investment Funds Branch
Ontario Securities Commission

2.1.11 Normiska Corporation - s. 1(10)b

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

June 26, 2007

Wildeboer Dellelce LLP
365 Bay Street
Suite 800
Toronto, Ontario
M5H 2V1

Attention: Mark Wilson

Re: Normiska Corporation (the "Applicant") - application for an order not to be a reporting issuer under the securities legislation of Ontario and Alberta (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions not to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant is applying for relief not to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the decision has been met and orders that the Applicant is not a reporting issuer.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance
Ontario Securities Commission

APPENDIX "A"

THE MUTUAL FUND

BMO Mutual Funds (consolidated)
BMO Resource Fund

2.1.12 Goodman & Company, Investment Counsel Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption from subsection 4.1(1) of National Instrument 81-102 Mutual Funds to allow a dealer managed mutual fund to invest in securities of an issuer during the prohibition period. – Affiliate of the Dealer Manager acted as an underwriter in connection with the distribution of securities of the issuer.

Applicable Legislative Provisions

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

June 26, 2007

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

AND

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

AND

GOODMAN & COMPANY, INVESTMENT COUNSEL LTD.
(the Applicant or Dealer Manager)

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 Applicant, the portfolio adviser of the fund listed in Appendix "A" (the **Fund** or **Dealer Managed Fund**) 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 (the **Investment Restriction**) to enable the Dealer Managed Fund to invest in the Securities (as defined below) of Ascot Resources Ltd. (the **Issuer**) during the distribution of the Units and FT Units (each as defined below) (the **Distribution**) and the 60-day period (the **60-Day Period**) following completion of the Distribution (the Distribution and the 60-Day Period together, the **Prohibition Period**), all in connection with the offering (the **Offering**) of units (each a **Unit**) and flow-through units (each an **FT Unit**) of the Issuer, with each Unit consisting of one common share (each a **Common Share**) of the Issuer and one-half of one transferable Common Share purchase warrant (each whole warrant a **Warrant**) and each FT Unit consisting of one flow through Common Share (each an **FT Common Share**) and one-half Warrant (collectively the Units, FT Units, Common Shares, FT Common Shares and Warrants are referred to herein as, the **Securities**), in a brokered private placement as described in a Retail Term Sheet dated June 11, 2007 (the **Retail Term Shee**t).

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 the Investment Restriction in relation to the specific facts of each application.

Interpretation

Defined terms contained in National Instrument 14-101 - *Definitions* have the same meanings in this decision unless they are 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 Fund, and the Dealer Managed Fund is a dealer managed fund, as such terms are defined in section 1.1 of NI 81-102.

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

3. The securities of the Dealer Managed Fund are qualified for distribution in all of the provinces and territories of Canada pursuant to a simplified prospectus that has been prepared and filed in accordance with the applicable securities legislation.

4. The Issuer is a Canadian based junior resource company involved in exploring and developing mineral and resource properties.

5. According to the Retail Term Sheet, the Offering is expected to be of up to 2,000,000 Units priced at $1.50 per Unit and up to 1,000,000 FT Units priced at $1.70 per FT Unit, with the gross proceeds of the Offering expected to be up to $4.7

million. In addition, the Underwriters may elect to receive their commission of 7% of the gross proceeds of the Offering in Units and will receive compensation options equal to 7.0% of the aggregate number of Units and FT Units sold in the Offering, which compensation options will be exercisable at $1.75 per Common Share for two years following the Closing Date.

6. According to the Retail Term Sheet each Warrant shall be exercisable for a period of two years following the Closing Date at an exercise price of $2.00 per Common Share, except that if over a period of 10 consecutive trading days between the date that is four months following the Closing Date and the expiry of the Warrant, the daily volume weighted average trading price of the Common Shares on the TSX Venture Exchange, or such other stock exchange where the majority of the trading volume occurs, exceeds $2.50 on each of those 10 consecutive days, the Issuer may give notice in writing to the Warrant holders within 30 days of such an occurrence that the Warrants shall expire at 4:00 p.m. (Vancouver time) on the 30th day following the giving of such notice unless exercised by the holders prior to such date.

7. According to the Retail Term Sheet the net proceeds of the Offering will be used for development of the Issuer's Swamp Point sand and gravel deposit, exploration of the Issuer's Dilworth Project and for working capital purposes.

8. The Offering is being underwritten, subject to certain terms, by a syndicate which is expected to include as co-leads Dundee Securities Corporation (the **Related Underwriter**), an affiliate of the Dealer Manager, and Pacific International Securities Inc. among others (the Related Underwriters and any other underwriters, which are now or may become part of the syndicate prior to closing, the **Underwriters**).

9. The Dealer Manger understands that the Issuer will apply to the TSX Venture Exchange (the **TSXV**) to have the Common Shares issued as part of the Units and issuable under the Warrants listed on the TSXV. The listing of the Common Shares and those issuable under the Warrants will be conditional upon the Issuer fulfilling all listing requirements and conditions of the TSXV.

10. The Retail Term Sheet does 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.

11. 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.

12. The Dealer Managed Fund is not required or obligated to purchase any Securities during the Prohibition Period.

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

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

    (A) in accordance with the allocation factors or criteria stated in the written policies or procedures put in place by the Dealer Manager for the Dealer Managed Fund and Managed Accounts, and

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

15. Except as described above, the Dealer Manager has not been involved in the work of the 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 Fund will purchase Securities during the Prohibition Period.

16. There will be an independent committee (the **Independent Committee**) appointed in respect of the Dealer Managed Fund to review the Dealer

Managed Fund's investments in Securities during the Prohibition Period.

17. 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 Fund, 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.

18. 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 Fund and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

19. The Dealer Manager, in respect of the Dealer Managed Fund, will notify a member of staff in the Investment Funds Branch of the Ontario Securities Commission, in writing of the filing of the SEDAR Report 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.

Decision

Each of the Decision Makers has assessed the conflict of interest risks associated with granting an exemption in this instance from the Investment Restriction 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 the NI 81-102 that provides the Decision Maker with the jurisdiction to make the Decision has been met.

The Decision of the Decision Makers is that the Requested Relief is granted, notwithstanding that the Related Underwriter acts or has acted as underwriter in the Offering provided the following conditions are satisfied:

I. At the time of each purchase of Securities (the **Purchase**) 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, the 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 the Dealer Managed Fund 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 Fund;

IV. The Related Underwriter does not purchase Securities in the Offering for its own account except Securities that are sold by the Related Underwriter on Closing;

V. The Dealer Managed Fund has an Independent Committee to review the Dealer Managed Fund's investments in Securities during the Prohibition Period;

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

VII. 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 Fund and, in so doing, exercise the degree of care, diligence and

skill that a reasonably prudent person would exercise in the circumstances;

VIII. The Dealer Managed Fund does 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 VII above;

IX. The Dealer Managed Fund does 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 VII above;

X. The cost of any indemnification or insurance coverage paid for by the Dealer Manager, any portfolio manager of the Dealer Managed Fund, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Fund 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 VII above is not paid either directly or indirectly by the Dealer Managed Fund;

XI. The Dealer Manager files a certified report on SEDAR (the **SEDAR Report**) 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 Fund;

(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 Securities were purchased for the Dealer Managed Fund and other Managed Accounts of the Dealer Manager, the aggregate amount so purchased and the percentage of such aggregate amount that was allocated to the Dealer Managed Fund; and

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

(b) a certification by the Dealer Manager that the 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 interest of the Dealer Managed Fund, or

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

(c) confirmation of the existence of the Independent Committee to review the Purchase of the Securities by the Dealer Managed Fund, 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 Fund by the Dealer Manager to purchase Securities for the Dealer Managed Fund and each Purchase by the Dealer Managed Fund:

(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 Fund, or

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

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

(a) any determination by it that the condition set out in paragraph XI(d) has not been satisfied with respect to any Purchase of the Securities by the 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 the Dealer Managed Fund, in response to the determinations referred to above.

XIII. For Purchases of Securities during the Distribution only, the Dealer Manager:

(a) expresses an interest to purchase on behalf of the Dealer Managed Fund and Managed Accounts a fixed number of Securities (the **Fixed Number**) to an Underwriter other than its Related Underwriter;

(b) agrees to purchase the Fixed Number or such lesser amount as has been allocated to the Dealer Manager no more than five (5) business days after the closing of the Offering;

(c) does not place an order with an Underwriter of the Offering to purchase an additional number of Securities under the Offering prior to the completion of the Distribution, provided that if the Dealer Manager was allocated less than the Fixed Number at the time of the closing of the Offering for the purposes of the closing of the Offering, the Dealer Manager may place an additional order for such number of additional Securities equal to the difference between the Fixed Number and the number of Securities allotted to the Dealer Manager, in the event that the Option is exercised at the time of the closing of the Offering; and

(d) does not sell Securities purchased by the Dealer Manager under the Offering, prior to the listing of the Common Shares issued in the Offering on the TSXV;

XIV. Each Purchase of Securities during the 60-Day Period is made on the TSXV; and

XV. For Purchases of Securities during the 60-Day Period only, an Underwriter provides to the Dealer Manager written confirmation that the dealer restricted period in respect of the Offering, as defined in OSC 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

Dynamic Funds
Dynamic Precious Metals Fund

2.1.13 Lorus Therapeutics Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications — issuer conducting "business combination" required to make available and to file copies of a prior valuation in respect of the issuer's securities — prior valuation containing information of the issuer that is highly commercially sensitive, the disclosure of which would be seriously prejudicial to the issuer — information redacted from prior valuation does not contain information in relation to the issuer or the securities of the issuer that would be material to a security holder — issuer permitted to file and make available redacted version of prior valuation.

Applicable Legislative Provisions

OSC Rule 61-501 Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions, s. 9.1.

June 22, 2007

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

AND

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

AND

IN THE MATTER OF
LORUS THERAPEUTICS INC.
(the Company)

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 Company for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Company is exempt from the requirement contained in the Legislation

(i) to disclose in its Circular (as defined below) an address where a copy of the Prior Valuation (as defined below) is available for inspection,

(ii) to state in its Circular that a copy of the Prior Valuation will be sent to any security holder upon request and without charge, and

(iii) to file a copy of the Prior Valuation with the Decision Makers

(collectively, 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 that 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 section.

Representations

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

1. The Company was incorporated under the laws of the Province of Ontario on September 5, 1986 under the name RML Medical Laboratories Inc. On October 28, 1991, RML Medical Laboratories Inc. amalgamated with Mint Gold Resources Ltd., resulting in the Company becoming a reporting issuer in Ontario on such date. On August 25, 1992, the Company changed its name to IMUTEC Corporation. On November 27, 1996, the Company changed its name to Imutec Pharma Inc., and on November 19, 1998, the Company changed its name to Lorus Therapeutics Inc. On October 1, 2005 the Company was continued under the laws of Canada.

2. The Company is authorized to issue an unlimited number of common shares (**Shares**). As of April 30, 2007, 211,610,130 Shares were issued and outstanding.

3. The Company is a reporting issuer in each of the Jurisdictions and is not in default of any of its obligations as a reporting issuer.

4. On May 1, 2007, the Company announced the entering into of agreements in connection with an arrangement (the **Arrangement**) among the Company, NuChem Pharmaceuticals Inc., GeneSense Technologies Inc., 6650309 Canada Inc. (**New Lorus**), Pinnacle International Lands, Inc. and 6707157 Canada Inc. (**Investor**) under Section 192 of the *Canada Business Corporations Act*.

5. Pursuant to the Arrangement (which includes a reorganization of the Company's share capital as contemplated by the Arrangement):

   (a) the Company will transfer, directly or indirectly, all of its assets at their fair market value and all of its liabilities to New Lorus;

   (b) the Company's security holders will transfer their Shares, options and warrants in the Company in exchange for the issuance by New Lorus on a one-for-one basis of common shares, options and warrants having the same value, terms and conditions as the Shares, options and warrants of the Company, and

   (c) Investor will acquire from the Company and certain of its principal shareholders an aggregate of approximately 41% of voting shares and 100% of the non-voting shares of the reorganized share capital of the Company.

6. The Arrangement constitutes a "business combination" or "going private transaction" within the meaning of the Legislation, and is therefore subject to the minority approval requirements contained in the Legislation.

7. The Company is in possession of a report issued by Frank De Lisio, CA, CBV dated December 11, 2006 entitled "Intangible Asset Valuation Report" (the **Prior Valuation**).

8. The Prior Valuation contains certain information of the Company that is highly commercially sensitive, the disclosure of which would be seriously prejudicial to the Company. Consequently, it has prepared a redacted version of the Prior Valuation (the **Reacted Prior Valuation**) which is identical to the Prior Valuation, except that the commercially sensitive information has been removed.

9. The information redacted from the Prior Valuation does not contain information in relation to the Company or the securities of the Company that would be material to a securityholder.

10. The Company has provided disclosure of the Prior Valuation in the circular it prepared in connection with the Arrangement (the **Circular**) in sufficient detail to allow the readers to understand the Prior Valuation and its relevance to the Arrangement.

11. The Circular also

    (a) indicates an address where a copy of the Redacted Prior Valuation is available for inspection, and

    (b) states that a copy of the Redacted Prior Valuation will be sent to any security holder of the Company upon request and without charge.

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 Maker in Ontario is that the Requested Relief is granted, provided that a copy of the Redacted Prior Valuation is filed with the Decision Makers forthwith.

"Naizam Kanji"
Manager, Mergers & Acquisitions
Ontario Securities Commission

2.1.14 Lorus Therapeutics Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications — exemption granted from the requirement to include financial statement disclosure of certain entities in a management information circular to be sent to the issuer's securityholders in connection with a proposed reorganization — reorganization will result in issuer's business being transferred to new corporate entity — certain securities will be changed, exchanged, issued or distributed in order to allow the reorganization to be effected in a tax-deferred manner —rights of securityholders in respect of the issuer and their relative indirect interests in the issuer's business will not be affected by the reorganization — circular to contain prospectus level disclosure, including consolidated financial statements of the issuer.

Relief from issuer bid requirements — vendor is sole holder of warrants for issuer's common shares — vendor is sophisticated party not requiring protections provided by issuer bid requirements —warrants significantly "out of the money" — repurchase of warrants not constituting indirect issuer bid for common shares.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 95-100, 104(2)(c).
National Instrument 51-102 Continuous Disclosure Obligations, Form 51-102 F5 – Information Circular, Item 14.2.

June 22, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, QUÉBEC,
NOVA SCOTIA, NEW BRUNSWICK, 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
LORUS THERAPEUTICS INC.
(the Company)

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 Company for:

(a) a decision under the securities legislation of the Jurisdictions (the **Legislation**) pursuant to Section 13.1 of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) exempting the Company from the requirement contained in Section 14.2 of Form 51-102F5 to include disclosure relating to:

(i) GeneSense Technologies Inc. (**GeneSense**),

(ii) NuChem Pharmaceuticals Inc. (**NuChem**), and

(iii) a wholly-owned subsidiary corporation of the Company, 6650309 Canada Inc., (**New Lorus**), other than financial statements relating to its incorporation

(collectively, the **Lorus Entities**) in the management information circular of the Company (the **Circular**) to be sent to the Company's securityholders (the **Securityholders**) in connection with the Arrangement (defined below) (the **Disclosure Relief)**; and

(b) in Ontario only, an order pursuant to clause 104(2)(c) of the Securities Act (Ontario) (the **Ontario Act**) exempting the Company from the requirements of sections 95 through 100 of the Ontario Act (the **Bid Requirements**) in connection with the repurchase by the Company of common share purchase warrants of the Company (the **Warrants**) owned by The Erin Mills Investment Corporation, a corporation incorporated under the laws of the Province of Ontario (**TEMIC**), the holder of the Company's outstanding $15 million principal amount convertible secured debentures (the **Debentures**) (the **Bid Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications

(c) the OSC is the principal regulator for this application;

(d) this MRRS decision document evidences that 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 section.

Representations

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

1. The Company was incorporated under the laws of the Province of Ontario on September 5, 1986 under the name RML Medical Laboratories Inc. On October 28, 1991, RML Medical Laboratories Inc. amalgamated with Mint Gold Resources Ltd., resulting in the Company becoming a reporting issuer in Ontario on such date. On August 25, 1992, the Company changed its name to IMUTEC Corporation. On November 27, 1996, the Company changed its name to Imutec Pharma Inc., and on November 19, 1998, the Company changed its name to Lorus Therapeutics Inc. On October 1, 2005 the Company was continued under the laws of Canada.

2. The Company is authorized to issue an unlimited number of common shares (**Shares**). As of April 30, 2007, 211,610,130 Shares were issued and outstanding.

3. The Company is a reporting issuer in each of the Jurisdictions where such a concept exists and is not in default of any of its obligations as a reporting issuer.

4. The Shares are listed and posted for trading on the Toronto Stock Exchange (**TSX**) under the symbol "LOR" and on the American Stock Exchange under the symbol "LRP".

5. The Company is a development stage life sciences company focused on the research and development of effective anticancer therapies with high safety (the **Business**). The Company holds (i) all of the issued and outstanding shares of GeneSense, (ii) 80% of the issued and outstanding voting shares and 100% of the issued and outstanding non-voting preference shares of NuChem and (iii) all of the issued and outstanding shares of New Lorus.

The Arrangement

6. It is proposed that the Company undergo a business reorganization by way of a plan of arrangement (the **Arrangement**) to finance the Business' cash requirements.

7. Pursuant to the Arrangement (which includes a reorganization of the Company's share capital as contemplated by the Arrangement):

(a) the Company will transfer, directly or indirectly, all of its assets at their fair market value and all of its liabilities to New Lorus (as defined below); and

(b) 6707159 Canada Inc. (**Investor**), an affiliate of Pinnacle International Lands, Inc. (**Pinnacle**), will acquire from the Company and certain of its principal shareholders an aggregate of approximately 41% of the Voting Shares and 100% of the Non-Voting Shares of the Company (as such terms are defined in paragraph 10(e) below).

8. After giving effect to the Arrangement, the direct interest of New Lorus in GeneSense, NuChem and the Business will be the same as that held by the Company immediately prior to the Arrangement.

9. The Company has incorporated New Lorus under the *Canada Business Corporations Act* for the sole purpose of effecting the Arrangement.

10. The following is a brief summary of certain steps that will occur as part of the Arrangement:

(a) the Securityholders will transfer their Shares, options and warrants in the Company in exchange for the issuance by New Lorus on a one-for-one basis of common shares (**New Lorus Shares**), options and warrants having the same value, terms and conditions as the Shares, options and warrants of the Company;

(b) New Lorus will assume certain of the Company's existing liabilities in consideration of the issuance by the Company of a non-interest bearing demand promissory note (the **Old Lorus Note**);

(c) the Company will change its name to its incorporation number or a name to be used for real estate development purposes;

(d) New Lorus will change its name to "Lorus Therapeutics Inc.";

(e) the share capital of the Company will be reorganized into two classes of shares, voting shares (the **Voting Shares**) and non-voting shares (the **Non-Voting Shares**);

(f) other than its shares of NuChem (the **NuChem Shares**), the Company will transfer all of its assets, including its prepaid expenses and receivables, to GeneSense in consideration for common shares in the capital of GeneSense (the **GeneSense Shares**);

(g) GeneSense will transfer its intellectual property assets (the **AntiSense Patent Assets**) to New Lorus in consideration for the issuance by New Lorus of a non-interest bearing demand promissory note in an amount equal to the fair market value of the AntiSense Patent Assets (**New Lorus Note 1**);

(h) the Company will transfer all of its GeneSense Shares to New Lorus in exchange for the assumption by New Lorus of certain of the Company's remaining liabilities and the issuance by New Lorus of a non-interest bearing demand promissory note to the Company for an amount equal to the amount by which the purchase price for the GeneSense Shares exceeds the amount of the Company's liabilities assumed by New Lorus (**New Lorus Note 2**);

(i) the Company will transfer the NuChem Shares to New Lorus in consideration for the issuance by New Lorus of a non-interest bearing demand promissory note in an amount equal to the purchase price for the NuChem Shares (**New Lorus Note 3**);

(j) the Company will assign all of its contractual obligations to New Lorus;

(k) New Lorus will offer employment to all of the employees of the Company and will assume all employment obligations related thereto;

(l) New Lorus will repay the amount owing by New Lorus to the Company under the New Lorus Note 2 and New Lorus Note 3 by way of set off against the Old Lorus Note and the issuance to the Company of a replacement non-interest bearing demand promissory note (the **New Lorus Replacement Note**) for an amount equal to the amount by which the aggregate amount owing by New Lorus under the New Lorus Note 2 and New Lorus Note 3 exceeds the amount of the Old Lorus Note;

(m) the Company will reduce its stated capital by an amount equal to its remaining cash less the amount required to fund the repurchase described in paragraph 10(q) below, and the New Lorus Replacement Note and distribute such cash and the New Lorus Replacement Note to New Lorus in satisfaction of the capital reduction amount;

(n) Investor will purchase from New Lorus (i) that number of Voting Shares, which, if combined with the aggregate number of Voting Shares purchased pursuant to paragraph 10(s), would result in Investor holding a total of approximately 41% of the Voting Shares and (ii) 100% of the Non-Voting Shares, in consideration of a cash payment in an amount equal to $0.0040775156 per Voting Share and $0.0040775156 per Non-Voting Share, subject to payment and adjustment and a holdback;

(o) New Lorus will reduce its stated capital by an amount equal to the fair market value of the Voting Shares and distribute Voting Shares or cash to the New Lorus shareholders in satisfaction of the capital reduction amount as described below;

(p) Voting Shares held by New Lorus will be distributed on a pro rata basis to the shareholders of New Lorus who are not resident in the United States (**Non-U.S. Shareholders**);

(q) Shareholders of New Lorus who are resident in the United States (**U.S. Shareholders**) will receive, in lieu of the Voting Shares that would otherwise be distributed to U.S. Shareholders, a cash payment in an amount not less than the product of the equivalent per share amount that Investor will pay to New Lorus at the effective time of the Arrangement for each Voting Share as described in paragraph 10(n) hereof, multiplied by the number of Voting Shares such U.S. Shareholder would have received if such holder had been a Non-U.S. Shareholder;

(r) the remaining Voting Shares held by New Lorus, after the distribution referred to in paragraph 10(p) above, will be purchased by the Company for a cash payment equal to the amount required to fund the payments described in paragraph 10(q), which amount will be equal to the remaining cash of the Company;

(s) Investor will purchase the Voting Shares held by certain of the principal shareholders of the Company, at a fair market price determined based on the price per Voting Share as paid by Investor to New Lorus at the effective time of the Arrangement as described in paragraph 10(n);

(t) Investor will subscribe for additional Non-Voting Shares for a cash payment of approximately $1,200,000; and

(u) Pinnacle or an affiliate thereof will transfer interests in certain real estate development projects to the Company in return for a cash payment and a promissory note in amounts that are to be determined and Old Lorus will enter into certain development, management and marketing agreements with Pinnacle and/or one or more affiliates thereof.

11. The Arrangement is being undertaken in order to facilitate an injection to the business of additional cash to fund further development of the Company's products without dilution to the Securityholders or additional debt or interest expense. The Arrangement does not contemplate the acquisition of any additional assets or the disposition of any of the Company's existing assets to third parties. The Investor is undertaking the Arrangement in order to obtain an economic interest in a company having certain non-transferable corporate attributes, including a wide shareholder base and a track record of securities compliance, all of which the Investor believes may be of benefit to Lorus's business following completion of the Arrangement.

12. The rights of Securityholders in respect of New Lorus will be the same as the rights the Securityholders currently have in respect of the Company, and their relative indirect interests in and to the Business will not be affected by the Arrangement. Following completion of the Arrangement, Securityholders will continue to own securities of a corporation that will indirectly own all of the Company's existing assets. New Lorus' financial position will be largely the same as is reflected in the Company's interim financial statements for the nine month period ended February 28, 2007 except for the addition of cash contemplated by the Arrangement and the impact of continuing operations.

13. The Circular will contain information sufficient to enable a Securityholder to form a reasoned judgment concerning the nature and effect of the Arrangement. To that end, prospectus level disclosure for the Company as prescribed by National Instrument 44-101 *Short Form Prospectus Distributions*, will be included or incorporated by reference in the Circular, including:

(i) the Company's consolidated audited financial statements for the year ended May 31, 2006 and related management's discussion and analysis of financial condition and results of operations (**MD&A**);

(ii) the Company's consolidated interim unaudited comparative financial statements for the nine month period ended February 28, 2007 and related MD&A (or any subsequent applicable quarterly period);

(iii) the Company's annual information form dated August 11, 2006 (**AIF**); and

(iv) all material change reports of the Company filed since the date of the Company's AIF.

14. Prospectus level disclosure for the Lorus Entities will also be included in the Circular, other than the disclosure for which the Disclosure Relief is sought. However, the financial statements of the Company are presented on a consolidated basis, which includes financial results for GeneSense and NuChem. Furthermore, New Lorus was incorporated with nominal assets and nominal liabilities solely for the purposes of participating in the Arrangement and the financial statements of the Company will, in effect, be the financial statements of New Lorus after giving effect to the Arrangement. Lorus's continuous disclosure record includes disclosure regarding GeneSense and NuChem.

TEMIC Warrant Repurchase

15. TEMIC is the beneficial and registered holder of 3,000,000 Warrants issued by the Company on October 6, 2004 in connection with TEMIC's original subscription for the Debentures.

16. TEMIC is the sole holder of Warrants.

17. Each Warrant entitles the holder to subscribe for and purchase one fully paid and non-assessable Share for each Warrant until October 6, 2009 at a purchase price of $1.00 per Share.

18. As of April 30, 2007, the closing price for the Shares on the Toronto Stock Exchange was $0.26 per Share.

19. In connection with the Arrangement, the Company has requested that TEMIC, the holder of the Debentures, enter into the agreements contemplated by the Arrangement, including the assignment of the Debentures as part of the Arrangement, and to agree to vote the Shares that it also holds in favour of the Arrangement.

20. In consideration of TEMIC's agreement to permit Old Lorus to assign, and New Lorus to assume, the obligations of Old Lorus under the Debentures, TEMIC has requested that the Company repurchase the Warrants (the **TEMIC Warrant Repurchase**). The Company's purpose in participating in the TEMIC Warrant Repurchase is not to acquire the underlying Shares but to facilitate the Arrangement.

21. The proposed purchase price for the Warrants, which was negotiated at arm's length, is $0.084 per Warrant, or $252,000 in the aggregate.

22. The Company has agreed to pay all third party and out of pocket costs of TEMIC in respect of the TEMIC Warrant Repurchase, estimated to be less than $5,000.

23. TEMIC has advised the Company that it is knowledgeable of the affairs of the Company, considers itself able to evaluate the TEMIC Warrant Repurchase without the assistance of an issuer bid circular or a valuation of the Warrants and does not object to the granting of the relief requested herein. The Company understands that TEMIC is an "accredited investor" within the meaning of National Instrument 45-106 *Prospectus and Registration Exemptions*.

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 Disclosure Relief is granted.

"Naizam Kanji"
Manager, Mergers & Acquisitions
Ontario Securities Commission

The further decision of the Decision Maker in Ontario is that the Bid Relief is granted.

"Robert L. Shirriff"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

2.1.15 Lululemon Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from registration and prospectus requirements in connection with the use of electronic roadshow materials – cross-border offering of securities – compliance with new U.S. offering rules leads to non-compliance with Canadian regime – relief required relief required as use of electronic roadshow materials constitutes a distribution requiring compliance with prospectus and registration requirements – relief granted from sections 25 and 53 of the Securities Act (Ontario) and National Policy 47-201 – Trading Securities Using the Internet and Other Electronic Means in connection with a cross-border offering.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53.
National Policy 47-201 – Trading Securities Using the Internet and Other Electronic Means.

June 26, 2007

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

AND

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

AND

IN THE MATTER OF
LULULEMON CORP. (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**) for a ruling exempting the posting of certain roadshow materials on the website of www.retailroadshow.com during the "waiting period" from the prospectus requirement and, except in British Columbia where registration relief is not required, the registration requirement under the Legislation (collectively, the **Requested Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decisions 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 was incorporated under the Delaware General Corporation Law on November 21, 2005.

2. The principal office of the Filer is located at 2285 Clark Drive, Vancouver, British Columbia, V5N 3G9.

3. On April 30, 2007, the Filer filed a preliminary base PREP prospectus in respect of the offering (the **Offering**) of the Filer's shares of common stock (the **Offered Shares**) and contemporaneously filed a registration statement with the United States Securities and Exchange Commission (the **SEC**) in respect of the Offering to register the Offered Shares under the U.S. Securities Act of 1933, as amended (the **1933 Act**).

4. The Filer intends to file an amended and restated preliminary base PREP prospectus (the **Amended Prospectus**) in connection with the Offering in Canada after comments to the preliminary base PREP prospectus and the registration statement are received from the British Columbia Securities Commission and the SEC, respectively, and such comments have been addressed by the Filer. The Filer intends to commence the marketing of the Offering after the Amended Prospectus is filed and an MRRS decision document is obtained therefor.

5. Prior to the filing and issuance of an MRRS decision document for a final base PREP prospectus (such period typically being called the **waiting period**), the Filer intends to utilize electronic roadshow materials (the **Website Materials**) as part of the marketing efforts for the Offering, as is now typical for an initial public offering in the United States.

6. Rule 433(d)(8)(ii) under the 1933 Act, which came into effect in December 2005, requires the Filer to either file the Website Materials with the SEC or make them "available without restriction by means of graphic communication to any person..."

7. Compliance with applicable U.S. securities laws thus requires either making the Website Materials

available in a manner that affords unrestricted access to the public, or filing the Website Materials on the SEC's EDGAR system, which will have the same effect of affording unrestricted access; however, this is inconsistent with Canadian securities laws, in particular, the prospectus requirement and waiting period which when applied together require that access to the Website Materials be controlled by the Filer or the underwriters by such means as password protection and otherwise as suggested by National Policy 47-201 – *Trading Securities Using the Internet and Other Electronic Means*.

8. The Filer wishes to comply with applicable U.S. securities laws by posting the Website Materials on the website www.retailroadshow.com without any restriction thereon such as password protection.

9. The securities laws of the Jurisdictions do not, absent relief, allow the Filer to post the Website Materials during the waiting period in a manner that would allow them to be accessible to all prospective investors in Canada without restriction.

10. The Website Materials will contain a statement that information conveyed through the Website Materials does not contain all of the information in the Amended Prospectus, or any subsequently amended preliminary prospectus, or the final base PREP prospectus or any amendment thereto, or the supplemented PREP prospectus (the **Final Prospectus**), and that prospective purchasers should review all of those documents, in addition to the Website Materials, for complete information regarding the Offered Shares.

11. The Website Materials will also contain a hyperlink to the documents referred to in the foregoing paragraph, at and after such time as a particular document is filed.

12. The Website Materials, as well as the Amended Prospectus, and any further amendments thereto, and the Final Prospectus will state that Canadian purchasers of the Offered Shares will have a contractual right of action against the Filer and the underwriters in connection with the information contained in the Website Materials posted on www.retailroadshow.com.

13. At least one underwriter signing the Amended Prospectus, any subsequently amended preliminary prospectus and the Final Prospectus will be registered in each of the Jurisdictions.

14. Canadian purchasers will only be able to purchase shares of common stock of the Filer through an underwriter that is registered in the Jurisdiction of residence of the purchaser.

15. The Filer acknowledges that the Requested Relief relates only to the posting of the Website Materials on the website www.retailroadshow.com and not in respect of the Amended Prospectus and the Final Prospectus.

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 the Amended Prospectus, and any further amendments thereto, and the Final Prospectus state that Canadian purchasers of the Filer's shares of common stock have a contractual right of action against the Filer and the Canadian underwriters, substantially in the following form:

> "We may make available certain materials describing the offering (the "Website Materials") on the website www.retailroadshow.com under the heading "Lululemon Corp. (IPO)" in accordance with U.S. securities law during the period prior to obtaining a final MRRS decision document for the final base PREP prospectus in connection with this offering (the "Prospectus") from the Canadian securities regulatory authorities. In order to give Canadian purchasers the same unrestricted access to the Website Materials as provided to U.S. purchasers, we have applied for exemptive relief from the securities regulatory authority in each of the provinces and territories of Canada. Pursuant to the terms of that exemptive relief, we and each of the underwriters signing the certificate contained in the Prospectus (the "Canadian Underwriters") will agree that, in the event that the Website Materials contained any untrue statement of a material fact or omitted to state a material fact required to be stated or necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made (a "misrepresentation"), a purchaser resident in a province or territory of Canada who purchases shares of our common stock pursuant to the Prospectus during the period of distribution shall have, without regard to whether the purchaser relied on the misrepresentation, rights against us and each Canadian Underwriter with respect to such misrepresentation as are equivalent to the rights under section 130 of the Securities Act (Ontario) or the comparable provision of the securities legislation of each of the other provinces and territories of Canada, as if such misrepresentation was contained in the Prospectus."

"Wendell S. Wigle"
Commissioner

"David Knight"
Commissioner

2.1.16 Clean Power Income Fund and Macquarie Power & Infrastructure Income Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – OSC Rule 61-501 – take-over bid and subsequent business combination – Rule 61-501 requires sending of information circular and holding of meeting in connection with second step business combination – target's declaration of trust provides that a resolution in writing executed by unitholders holding more than 66 2/3% of the outstanding units is valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of Unitholders – second step business combination to be subject to minority approval, calculated in accordance with section 8.2 of Rule 61-501 – relief granted from requirement that information circular be sent and meeting be held.

Applicable Ontario Rule

OSC Rule 61-501 Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions, ss. 4.2, 9.1.

June 18, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUEBEC AND ONTARIO

AND

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

AND

IN THE MATTER OF THE
TAKE-OVER BID FOR
CLEAN POWER INCOME FUND BY
MACQUARIE POWER & INFRASTRUCTURE
INCOME FUND

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of Quebec and Ontario (the "**Jurisdictions**") has received an application from Macquarie Power & Infrastructure Income Fund (the "**Applicant**" or "**MPIIF**"), in connection with a take-over bid (the "**Bid**") for Clean Power Income Fund (the "**Fund**"), for a decision pursuant to the securities legislation of the Jurisdictions (the "**Legislation**") that the requirements of the Legislation that:

(1) a Compulsory Acquisition or the Subsequent Acquisition Transaction (each as defined below), as applicable, be approved at a meeting of the holders (the "**Unitholders**") of the trust units of the Fund ("**Units**"); and

(2) an information circular be sent to the Unitholders in connection with a Compulsory Acquisition or the Subsequent Acquisition Transaction, as applicable;

be waived (collectively, the "**Requested Relief**").

Under the Mutual Reliance Review System ("**MRR**S") for Exemptive Relief Applications:

(a) the Ontario Securities Commission ("**OSC**") 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 representations by the Applicant:

1. MPIIF is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario by a declaration of trust dated March 15, 2004, as amended and restated as of April 16, 2004 and as further amended effective February 21, 2006. The head office and registered office of MPIIF are located in Toronto, Ontario. MPIIF is a reporting issuer in all provinces and territories of Canada and is not on the list of defaulting issuers maintained in any Jurisdiction.

2. The Fund is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario pursuant to a trust indenture dated October 31, 2001, as amended and restated as of July 16, 2003 (the "**Trust Indenture**"). The head office and registered office of the Fund are located in Toronto, Ontario. The Fund is a reporting issuer in all provinces and territories of Canada and is not on the list of defaulting issuers maintained in any Jurisdiction. The Units are listed on the Toronto Stock Exchange under the trading symbol "CLE".

3. MPIIF, the Fund and Clean Power Operating Trust ("**CPOT**"), the sole beneficiary of which is the Fund, entered into a support agreement (the "**Support Agreement**") dated April 18, 2007, pursuant to which MPIIF agreed to make the Bid and the Fund agreed to support the Bid, all upon the terms and conditions set out in the Support

Agreement. MPIIF and the Fund issued a joint press release announcing the signing of the Support Agreement on April 18, 2007.

4. In connection with the Bid and in accordance with the provisions of the Support Agreement, on May 18, 2007, MPIIF sent a take-over bid circular (the "**Circular**") to Unitholders and holders of the Fund's 6.75% convertible debentures due December 31, 2010 (the "**Debentures**").

5. The Bid is for all of the outstanding Units in consideration for 0.5581 trust units of MPIIF ("**MPIIF Units**") and a Contingency Value Receipt (a "**CVR**") for each Unit validly deposited to the Bid and not validly withdrawn.

6. The outstanding Units are held by CDS Clearing and Depository Services Inc. ("**CDS**") in book-entry only form.

7. One of the conditions of the Bid is that greater than 66 2/3% of the Units that are issued and outstanding on the expiry of the Bid, other than Units held at the commencement date of the Bid by or on behalf of MPIIF or its affiliates, will be validly deposited and not validly withdrawn under the Bid.

8. It is currently contemplated that:

   (a) If the conditions to the Bid are satisfied or waived by MPIIF and MPIIF takes up and pays for Units deposited pursuant to the Bid, MPIIF may proceed with a compulsory acquisition of the Units not deposited to the Bid in accordance with the terms of the Trust Indenture for the same consideration per Unit as was paid under the Bid, if, within 120 days after the date of the Bid, the Bid is accepted by holders of not less than 90% of the outstanding Units and Units issuable on the exchange, conversion or exercise of any outstanding exchangeable securities (being a unit, share or other security convertible into or exchangeable for Unit(s) without the payment of additional consideration therefor, whether or not issued by the Fund), other than outstanding Units and Units issuable upon the exchange, conversion or exercise of exchangeable securities that are beneficially owned, or over which control or direction is exercised at the date of the Bid by or on behalf of MPIIF or an affiliate or an associate of MPIIF or any person or company acting jointly or in concert with MPIIF (a "**Compulsory Acquisition**").

   (b) If a Compulsory Acquisition in the manner described above is not available to MPIIF or if MPIIF elects not to proceed with a Compulsory Acquisition in the manner described above, MPIIF may:

      (i) by way of the Written Resolution (as defined below), approve and permit the Trust Indenture to be amended as permitted pursuant to its terms (the "**Compulsory Acquisition Amendment**") to provide that a compulsory acquisition may be effected immediately if MPIIF and its affiliates, after take-up of and payment for Units deposited under the Bid, hold not less than 66?% of the Units that are issued and outstanding on the expiry of the Bid, other than Units held at the date of the Bid by or on behalf of MPIIF or its affiliates or associates in order to provide for the acquisition of any Units held by non-tendering offerees and any Units issued upon the conversion of Debentures after the expiry of the Bid and prior to the consummation of such compulsory acquisition (collectively, the "**Compulsory Acquisition Offerees**") in return for the same consideration as the consideration paid under the Bid (the acquisition contemplated by such Compulsory Acquisition Amendment is also referred to herein as a "**Compulsory Acquisition**"); and

      (ii) proceed with the Compulsory Acquisition in the manner described in paragraph 8(b)(i) above to acquire the Units held by Compulsory Acquisition Offerees as permitted by the Trust Indenture, as so amended.

   (c) In connection with a Compulsory Acquisition, if MPIIF elects to proceed thereby, MPIIF may by way of the Written Resolution (as defined below) approve and permit the Trust Indenture to be amended as permitted pursuant to its terms (the "**Notice Amendment**") to provide that Units held by Compulsory Acquisition Offerees will be deemed to have been transferred to an offeror immediately on the giving of the offeror's notice as prescribed by the Trust Indenture (as opposed to 20 days after

receipt of an offeror's notice, as currently provided) notifying Compulsory Acquisition Offerees that, among other things, Compulsory Acquisition Offerees are required to transfer their Units to the offeror on the same terms on which the offeror acquired the Units of the offerees who accepted the Bid.

(d) If a Compulsory Acquisition in the manner described in subsections 8(a) or 8(b) above is not available to MPIIF or MPIIF elects not to proceed with a Compulsory Acquisition, MPIIF may:

(i) by way of the Written Resolution (as defined below), approve and permit: (A) the sale of the assets of the Fund to MPIIF in exchange for aggregate consideration at least equal to the consideration that would have been payable by MPIIF under the Bid, if all Units had been deposited thereunder, plus the assumption of the Debenture liability and, following such sale, the winding-up of the Fund, including the redemption of all Units held by Unitholders (subject to the retention or reacquisition of one Unit by MPIIF in its discretion) for a per Unit redemption price equal in value to and in the same form as the per Unit consideration offered pursuant to the Bid (the "**Subsequent Acquisition Transaction**"), and (B) certain amendments to the Trust Indenture, as permitted pursuant to its terms, in connection therewith (the "**Subsequent Acquisition Amendments**"); and

(ii) proceed with the Subsequent Acquisition Transaction in the manner described in paragraph 8(d)(i) above as permitted by the Trust Indenture, as so amended.

(e) In order to effect any Compulsory Acquisition or Subsequent Acquisition Transaction, all in accordance with the foregoing, rather than seeking the Unitholders' approval at a special meeting of the Unitholders to be called for such purpose, MPIIF intends to rely on section 10.8 of the Trust Indenture, which specifies that a resolution in writing by Unitholders holding a proportion of all the outstanding Units required to vote in favour thereof at a meeting of Unitholders to approve that resolution is as valid as if such resolution had been passed at a meeting of Unitholders (the "**Written Resolution**").

(f) The amendments to the Trust Indenture in connection with either a Compulsory Acquisition or Subsequent Acquisition Transaction must be approved by "special resolution", which is defined in the Trust Indenture as a resolution passed by Unitholders holding more than 66 2/3% of the outstanding Units; accordingly, the Written Resolution must be approved by Unitholders holding more than 66 2/3% of the outstanding Units.

(g) The Written Resolution will approve, among other things, the Compulsory Acquisition Amendment, the Subsequent Acquisition Amendments, the Notice Amendment and any Compulsory Acquisition or Subsequent Acquisition Transaction undertaken in accordance therewith, as applicable.

(h) If MPIIF is unable to or elects not to pursue any Compulsory Acquisition or Subsequent Acquisition Transaction in the manner described above, MPIIF has reserved the right, to the extent permitted by applicable laws and subject to the terms and conditions of the Support Agreement, to:

(i) purchase additional Units in the open market or in privately negotiated transactions or otherwise;

(ii) take no further action to acquire additional Units;

(iii) acquire the Fund's assets by way of an arrangement, amalgamation, merger, reor-aniation, consolidation, recapi-alization, redemption or other transaction involving MPIIF and/or any of its affiliates and the Fund and/or its subsidiaries; or

(iv) sell or otherwise dispose of any or all Units acquired pursuant to the Bid.

9. Notwithstanding section 10.8 of the Trust Indenture, the Legislation requires, in certain circumstances, that a Compulsory Acquisition or Subsequent Acquisition Transaction, as

applicable, be approved at a meeting of Unitholders called for that purpose.

10. To effect either a Compulsory Acquisition or a Subsequent Acquisition Transaction, as applicable, the Applicant will obtain minority approval, as that term is defined in the Legislation, calculated in accordance with the terms of Section 8.2 of Ontario Securities Rule 61-501 and Section 8.2 of Autorité des marchés financiers du Québec Regulation Q-27 (the "**Minority Approval**"), albeit not at a meeting of Unitholders, but by the Written Resolution.

11. The Circular provided to Unitholders in connection with the Bid contains all disclosure required by applicable securities laws, including without limitation the take-over bid provisions and form requirements of the securities legislation in the Jurisdictions and the provisions of OSC Rule 61-501 relating to the disclosure required to be included in a disclosure document for a formal bid in respect of a second-step business combination.

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 Minority Approval shall have been obtained by Written Resolution.

"Naizam Kanji"
Manager, Mergers & Acquisitions
Ontario Securities Commission

2.1.17 VOXCOM Income Fund and 6764495 Canada Inc. - MRRS Decision

Headnote

Mutual Reliance Review System – OSC Rule 61-501 – take-over bid and subsequent business combination – Rule 61-501 requires sending of information circular and holding of meeting in connection with second step business combination – target's declaration of trust provides that a resolution in writing executed by unitholders holding more than 66 2/3% of the outstanding units is valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of Unitholders – second step business combination to be subject to minority approval, calculated in accordance with section 8.2 of Rule 61-501 – relief granted from requirement that information circular be sent and meeting be held.

Applicable Legislative Provisions

OSC Rule 61-501 Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions, ss. 4.2, 9.1.

June 18, 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
TAKE-OVER BID FOR
VOXCOM INCOME FUND BY
6764495 CANADA INC.

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of Ontario and Quebec (the **Jurisdictions**) has received an application from 6764495 Canada Inc. (the **Offeror**), an indirectly wholly-owned subsidiary of UE Waterheater Income Fund, in connection with a take-over bid (the **Offer**) for VOXCOM Income Fund (**VOXCOM**), for a decision pursuant to the securities legislation of the Jurisdictions (the **Legislation**) that the requirements of the Legislation that:

(1) a Compulsory Acquisition or a Subsequent Acquisition Transaction (each as defined below) be approved at a meeting of the unitholders of VOXCOM (the **Unitholders**); and

(2) an information circular be sent to the Unitholders in connection with a Compulsory Acquisition or a Subsequent Acquisition Transaction;

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

Under the Mutual Reliance Review System (**MRRS**) 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 representations by the Offeror:

1. The Offeror is a corporation incorporated under the laws of Canada. The Offeror's head office is located in Toronto, Ontario. The Offeror is a wholly-owned subsidiary of UE Waterheater Operating Trust.

2. VOXCOM is an unincorporated income trust established pursuant to the amended and restated declaration of trust dated May 20, 2005 (the **Declaration of Trust**). VOXCOM's head office is located in Edmonton, Alberta. VOXCOM is a reporting issuer in all provinces and territories in Canada. The Units are listed on the Toronto Stock Exchange under the trading symbol "VOX.UN".

3. The Offer is for all of the 8,190,909 outstanding Units at a price of $13.25 in cash per Unit.

4. One of the conditions of the Offer is that there has been validly deposited under the Offer and not withdrawn at the expiry of the Offer and at the time of the initial take up by the Offeror under the Offer such number of Units which, together with any Units directly or indirectly owned by the Offeror at that time, constitutes more than 66-2/3% of the outstanding Units (calculated on a fully-diluted basis) at that time.

5. If the conditions to the Offer are satisfied (or varied or waived by the Offeror) and the Offeror takes up and pays for the Units deposited pursuant to the Offer, the Offeror may proceed with a compulsory acquisition of the Units not deposited to the Offer (a **Compulsory Acquisition**) as permitted by the Declaration of Trust for the same consideration per Unit as was paid under the Offer, if within 45 days after the date of the Offer, the Offer is accepted by Unitholders representing at least 90% of the outstanding Units (other than Units beneficially owned, or over which control or direction is exercised at the date of the Offer by or on behalf of the Offeror or an affiliate or an associate of the Offeror or any person or company acting jointly or in concert with the Offeror).

6. If a Compulsory Acquisition as currently permitted under the Declaration of Trust is not available to the Offeror or the Offeror elects not to proceed under those provisions, the Offeror currently intends to:

   (a) acquire the Units not deposited to the Offer by causing the Declaration of Trust to be amended to provide that a Compulsory Acquisition may be effected if the Offeror and its affiliates, after take up of and payment for the Units deposited under the Offer, hold more than 66-2/3% of the Units calculated on a fully-diluted basis; or

   (b) conduct an arrangement, amalgamation, merger, reorganization, consolidation, recapitalization or other transaction involving VOXCOM, Voxcom Incorporated and the Offeror or any affiliate of the Offeror which, if successfully completed, would result in the Offeror owning, directly or indirectly, all of the remaining Units and/or all of the assets and assumed liabilities of VOXCOM

   (collectively, a **Subsequent Acquisition Transaction**).

7. In connection with either a Compulsory Acquisition, if available and if the Offeror elects to proceed thereunder, or a Subsequent Acquisition Transaction, the Offeror currently intends to amend Section 13.13 of the Declaration of Trust by a Written Resolution (as defined below) to provide that dissenting offerees will be deemed to have elected to transfer and to have transferred their Units to the Offeror immediately on the giving of the Offeror's notice prescribed by the Declaration of Trust notifying dissenting offerees that, among other things, the Offeror is entitled to acquire their Units by way of a Compulsory Acquisition or a Subsequent Acquisition Transaction, as applicable.

8. To effect a Subsequent Acquisition Transaction in accordance with the foregoing, rather than seeking the Unitholders' approval at a special meeting of the Unitholders to be called for such purpose, the Offeror intends to rely on Section 12.10 of the Declaration of Trust, which specifies

that a resolution executed by Unitholders holding more than 66-2/3% of the votes attaching to the outstanding Units at that time, if such resolution is a special resolution, is as valid and binding as if such special resolution had been passed at a meeting of Unitholders duly called for the purpose.

9. To effect either a Compulsory Acquisition or a Subsequent Acquisition Transaction, the Offeror will obtain minority approval, as that term is defined in the Legislation, calculated in accordance with the terms of section 8.2 of OSC Rule 61-501 and section 8.2 of AMF Regulation Q-27 (**Minority Approval**), albeit not at a meeting of Unitholders, but by written resolution.

10. The take-over bid circular provided to Unitholders in connection with the Offer contains all disclosure required by applicable securities laws, including without limitation the take-over bid provisions and form requirements of the securities legislation in the Jurisdictions and the provisions of OSC Rule 61-501 relating to the disclosure required to be included in a disclosure document for a formal bid in respect of a second-step business combination.

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 Minority Approval shall have been obtained, albeit not at a meeting of Unitholders, but by written resolution.

"Naizam Kanji"
Manager
Ontario Securities Commission

2.2 Orders

2.2.1 Grove Energy Limited - s. 144

Headnote

Section 144 - Application for revocation of cease trade order - Issuer subject to cease trade order as a result of failure to file annual financial statements - Issuer has made a separate application to not be a reporting issuer in all of the jurisdictions in which it is currently a reporting issuer - Full revocation granted effective as of the date the issuer is determined to not be a reporting issuer.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127, 144.

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

AND

IN THE MATTER OF
GROVE ENERGY LIMITED (the "Applicant")

ORDER
(Section 144)

WHEREAS the securities of the Applicant are subject to an order dated May 25, 2007 made by the Director pursuant to paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act directing that all trading in and all acquisitions of the securities of the Applicant, whether direct or indirect, cease until further order by the Director (the "Cease Trade Order");

AND WHEREAS the Applicant has applied to the Ontario Securities Commission (the "Commission") for an order under section 144 of the Act revoking the Cease Trade Order;

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

1. The Applicant is a corporation existing under the laws of the Province of British Columbia.

2. Prior to the acquisition by Stratic Energy Corporation as set forth below, the Applicant's registered and head office was located in Vancouver, British Columbia.

3. The authorized share capital of the Applicant consists of an unlimited number of common shares, of which 138,084,560 common shares are issued and outstanding. The Applicant also has outstanding US$15,000,000 aggregate principal amount of five-year 8.75% subordinated convertible debentures (the "Debentures"). The Debentures were issued pursuant to a private

placement and are beneficially owned by seven holders, none of whom are resident in Canada.

4. On April 24, 2007, Stratic Energy Corporation, a corporation existing under the laws of the Yukon Territory, acquired all of the Applicant's issued and outstanding common shares pursuant to an arrangement under the *Business Corporations Act* (British Columbia).

5. The outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada.

6. The Applicant's common shares were delisted from the TSX Venture Exchange at the close of business on April 30, 2007.

7. No securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

8. The Applicant failed to file audited annual financial statements and related management's discussion and analysis for the financial year ended December 31, 2006 as required by Ontario securities law (the "Default").

9. The Cease Trade Order was made because the Default continues.

10. The Applicant is currently a reporting issuer in Alberta and Ontario. On May 24, 2007, the Applicant ceased to be a reporting issuer under the securities legislation of British Columbia pursuant to the procedure set forth in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.

11. An application for a decision deeming the Applicant to have ceased to be a reporting issuer under the securities legislation of Alberta and Ontario is pending before the Alberta Securities Commission and the Ontario Securities Commission. The application was filed pursuant to the procedures set forth in National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications*, with the Alberta Securities Commission selected as principal regulator.

12. Upon the Applicant being deemed to have ceased to be a reporting issuer under the securities legislation of Ontario and Alberta, the Applicant will no longer be a reporting issuer in any jurisdiction in Canada.

AND UPON considering the Applicant's application and the recommendation of staff of the Ontario Securities Commission;

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

IT IS ORDERED pursuant to section 144 of the Act that the Cease Trade Order shall be revoked effective as of the date on which the Applicant ceases to be a reporting issuer under the Act.

DATED at Toronto this 7th day of June, 2007.

"Erez Blumberger"
Manager, Corporate Finance Branch
Ontario Securities Commission

2.2.2 CV Technologies Inc. - s. 144

Headnote

Section 144 – Variation of cease trade order to permit the exercise of certain options prior to their expiry – Reporting issuer cease traded due to failure to file with the Commission audited annual and interim financial statements in the form and with the content required by Ontario securities law – Issuer has not remedied filing deficiencies – Significant loss to option holder if variation not granted – Applicant not aware of any material information concerning the affairs of the issuer that has not been generally disclosed – Applicant has ceased to be an officer or director of the issuer -- Securities to be acquired upon exercise of options will be subject to the cease trade order.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127, 144.

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

AND

IN THE MATTER OF
CV TECHNOLOGIES INC.

ORDER
(Section 144)

WHEREAS on May 7, 2007, a Director of the Ontario Securities Commission (the "Commission") made an Order under paragraphs 2 and 2.1 of subsection 127(1) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") (the "CTO"), that all trading in and all acquisitions of securities of CV Technologies Inc. ("CVT"), whether direct or indirect, shall cease until further order by the Director;

AND WHEREAS Norman Oliver (the "Applicant") made an application pursuant to section 144 of the Act (the "Application") to vary the CTO in order to permit the Applicant to exercise certain stock options on or prior to their expiry on June 22, 2007;

AND UPON the Applicant having represented to the Commission that:

1. CVT is a corporation that was incorporated under the *Business Corporations Act* (Alberta). It is a reporting issuer in the Province of Ontario and listed on the Toronto Stock Exchange.

2. The authorized capital of CVT consists of an unlimited number of Class A voting common shares and an unlimited number of Class P preference shares.

3. CVT has failed to file its audited annual financial statements for the year ended September 30, 2006 and interim financial statements for the three-month period ended December 31, 2006 in the form and with the content required by Ontario securities laws (the "Deficiencies").

4. As of the date of this Application, CVT has not rectified the filing Deficiencies. As a consequence, the CTO remains in effect.

5. The Applicant served as the Senior Vice-President at CVT until his resignation on March 26, 2007. During his employment, the Applicant was granted 350,000 stock options as part of his executive compensation package (the "Options"). The Options, which were valued at $700,000 at the time of his departure, can be exercised in order to acquire an equal number of common shares of CVT at a price of $0.15 per common share. Pursuant to the corporation's Stock Option Plan, the Options expire on June 22, 2007 (the "Expiry Date"). A copy of the CVT Stock Option Plan has been filed with the Application.

6. Pursuant to the terms of the CTO, the Applicant is not permitted to acquire securities of CVT until further order by the Director.

7. Any exercise by the Applicant of the Options would constitute an acquisition of securities of CVT and would be prohibited by the current terms of the CTO.

8. The Applicant has requested that CVT extend the expiration date of the Options until such time as the CTO is revoked. CVT has refused to extend the expiration date of the Options.

9. If the Applicant is not permitted to exercise the Options, he will lose a significant part of his executive compensation package.

10. If the Applicant is permitted to exercise the Options, the common shares that will be acquired upon such exercise will be subject to the CTO and the Applicant will be prohibited from disposing of any such common shares until the CTO expires or is revoked.

11. The Applicant is not aware of any material information concerning the affairs of CVT that has not been generally disclosed.

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

AND WHEREAS the Commission is of the opinion that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED, pursuant to section 144 of the Act, that the CTO be and is hereby varied solely to permit

the Applicant to exercise the Options on or prior to their expiry on June 22, 2007.

June 22, 2007

"Jo-Anne Matear"
Assistant Manager, Corporate Finance Branch

2.2.3 David Watson et al. - ss. 127(1), (5) and (8))

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

AND

**IN THE MATTER OF
DAVID WATSON, NATHAN ROGERS, AMY GILES, JOHN SPARROW, LEASESMART, INC., ADVANCED GROWING SYSTEMS, INC. (a Florida corporation), PHARM CONTROL LTD., THE BIGHUB.COM, INC., UNIVERSAL SEISMIC ASSOCIATES INC., POCKETOP CORPORATION, ASIA TELECOM LTD., INTERNATIONAL ENERGY LTD., CAMBRIDGE RESOURCES CORPORATION, NUTRIONE CORPORATION AND SELECT AMERICAN TRANSFER CO.**

**TEMPORARY ORDER
(Sections 127(1), (5) and (8))**

WHEREAS, on May 18, 2007, the Ontario Securities Commission (the "Commission") made an order, pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5., as amended (the "Act"), that:

- trading in the securities of the following companies shall cease and that any exemptions contained in Ontario securities law do not apply to them: The Bighub.Com, Inc. ("Bighub.Com"); Advanced Growing Systems, Inc. (a Florida corporation) ("Advanced Growing Systems"); LeaseSmart, Inc. ("LeaseSmart"); Cambridge Resources Corporation ("Cambridge Resources"); NutriOne Corporation ("NutriOne"); International Energy Ltd. ("International Energy"); Universal Seismic Associates Inc. ("Universal Seismic"); Pocketop Corporation ("Pocketop"); Asia Telecom Ltd. ("Asia Telecom"); and Pharm Control Ltd. ("Pharm Control"); and

- all trading in any securities by Jason Wong, David Watson, Nathan Rogers, Amy Giles, John Sparrow and Kervin Findlay shall cease;

AND WHEREAS on May 22, 2007, by further order of the Commission made pursuant to subsections 127(1) and (5) of the Act, it was ordered that trading in any securities by Select American Transfer Co. ("Select American") shall cease and that any exemptions contained in Ontario securities law do not apply to them;

AND WHEREAS on June 1, 2007, the Commission ordered that the hearing to extend the temporary orders dated May 18 and May 22, 2007 (the "Temporary Orders") was adjourned until June 25, 2007 and that, pursuant to subsection 127 (8) of the Act, the

Temporary Order was extended until June 25, 2007 or until further order of the Commission, with the exception that the part of the Temporary Orders which order that any exemptions contained in Ontario securities law do not apply to the Respondents shall not be extended (the "June 1st Order");

AND UPON HEARING submissions from counsel for Staff of the Commission and upon Staff representing to the Commission that Nathan Rogers, Pharm Control, NutriOne and Bighub.Com have consented to the extension of the June 1st Order until September 28, 2007, with no one appearing for Advanced Growing Systems, LeaseSmart, Cambridge Resources, International Energy, Universal Seismic, Pocketop, and Asia Telecom;

AND WHEREAS Staff has advised that it is not seeking to extend the June 1st Order as against Jason Wong and Kervin Findlay and has further requested that, accordingly, the title of proceedings be amended to remove Jason Wong and Kervin Findlay;

AND UPON HEARING submissions from counsel for Staff of the Commission and counsel for Jason Wong;

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

IT IS ORDERED THAT:

1. the hearing to extend the June 1st Order is adjourned until September 28, 2007 at 10:00 a.m.;

2. the title of proceedings shall be amended by removing the names of Jason Wong and Kervin Findlay; and

3. pursuant to subsection 127 (8) of the Act, the June 1st Order is extended as against the parties named in the title of proceedings in this Order until September 28, 2007 or until further order of the Commission.

DATED at Toronto this 25th day of June, 2007.

"James E. A. Turner"

"Suresh Thakrar"

2.2.4 Stanton De Freitas - ss. 127(1) and (5)

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

AND

IN THE MATTER OF
STANTON DE FREITAS

TEMPORARY ORDER
(Sections 127(1) and (5))

WHEREAS on May 30, 2007, the Commission made a temporary order, pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5., as amended (the "Act"), that trading in any securities by Stanton De Freitas shall cease and that any exemptions contained in Ontario securities law do not apply to him (the "Temporary Order");

WHEREAS on June 13, 2007, the Commission ordered that the hearing to extend the Temporary Order was adjourned until June 25, 2007 and that, pursuant to subsection 127 (8) of the Act, the Temporary Order shall be extended until June 25, 2007 or until further order of the Commission, with the exception that the part of the Temporary Order which orders that any exemptions contained in Ontario securities law do not apply to the Respondent shall not be extended (the "June 13th Order");

AND WHEREAS Staff will be seeking to consolidate the hearing of this matter with the hearing to extend the temporary orders issued in *Re David Watson et al.*;

AND WHEREAS the Respondent does not contest or object to an extension of the Temporary Order until September 25, 2007;

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

IT IS ORDERED THAT:

1. the hearing to extend the June 13th Order is adjourned until September 28, 2007 at 10:00 a.m.; and

2. pursuant to subsection 127 (8) of the Act, the June 13th Order is extended until September 28, 2007 or until further order of the Commission.

DATED at Toronto this 25th day of June, 2007.

"James E. A. Turner"

"Suresh Thakrar"

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

NO REPORT FOR THIS WEEK

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
AireSurf Networks Holdings Inc.	02 May 07	15 May 07	15 May 07		
AldeaVision Solutions Inc.	03 May 07	16 May 07	16 May 07		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Fort Chimo Minerals Inc.	05 Jun 07	18 Jun 07	18 Jun 07		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	03 Apr 06	14 Apr 06	17 Apr 06		
IMAX Corporation	03 Apr 07	16 Apr 07	16 Apr 07		
Interquest Incorporated	02 May 07	15 May 07	15 May 07		
Sierra Minerals Inc.	04 Apr 07	17 Apr 07	17 Apr 07		
Simplex Solutions Inc.	07 May 07	18 May 07	18 May 07		
SR Telecom Inc.	05 Apr 07	18 Apr 07	19 Apr 07		
Urbanfund Corp.	07 May 07	18 May 07	18 May 07		
VVC Exploration Corporation	04 Jun 07	15 Jun 07	15 Jun 07		

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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
06/04/2007	47	Advanced Explorations Inc. - Units	11,984,942.00	7,737,000.00
06/07/2007	5	AMADOR GOLD CORP. - Common Shares	48,425.00	365,000.00
05/31/2007	20	American International Group, Inc. - Notes	400,000,000.00	N/A
05/30/2007	1	Amicus Therapeutics inc. - Common Shares	39,772.50	2,500.00
06/04/2007	38	Astral Mining Corporation - Units	1,250,000.00	2,500,000.00
06/08/2007	5	Aurelio Resource Corporation - Units	588,285.00	617,112.00
06/05/2007	100	Baffinland Iron Mines Corporation - Common Shares	49,517,865.60	15,973,505.00
05/30/2007	29	Bank of America Corporation - Notes	481,319,160.00	N/A
06/07/2007	8	Bitterroot Resources Ltd. - Flow-Through Shares	1,579,974.75	2,106,633.00
06/06/2007	23	Black Bull Resources Inc. - Common Shares	6,499,999.95	43,333,333.00
06/06/2007	23	Black Bull Resources Inc. - Common Shares	6,499,999.95	43,333,333.00
06/12/2007	1	Blue Note Mining Inc. - Flow-Through Shares	2,500,000.20	4,166,667.00
11/08/2006	14	Bravo Venture Group Inc. - Common Shares	1,788,220.00	1,491,017.00
11/02/2006	11	Bravo Venture Group Inc. - Flow-Through Shares	2,077,000.00	1,549,998.00
05/10/2006	69	Bravo Venture Group Inc. - Units	5,662,552.00	4,718,794.00
05/22/2007 to 06/01/2007	4	Canadian Rockport Homes International, Inc - Units	162,753.75	1,500.00
06/07/2007	10	CareVest Blended Mortgage Investment Corporation - Preferred Shares	465,844.00	465,844.00
06/07/2007	31	CareVest First Mortgage Investment Corporation - Preferred Shares	3,121,342.00	3,121,342.00
06/06/2007	6	Carina Energy Inc. - Flow-Through Shares	249,250.00	260,000.00
06/07/2007	3	Century Aluminum Company - Common Shares	5,001,885.00	90,000.00
05/18/2007	11	Changfeng Energy Inc. - Debentures	1,300,000.00	N/A
05/24/2007	1	CHR Intermediate Holdings Corporation - Notes	1,590,600.00	1,500.00
05/31/2007	4	Cityzen Properties Limited Partnership - Limited Partnership Units	335,000.00	335,000.00
06/13/2007	2	CommVault Systems, Inc. - Common Shares	2,719,320.00	150,000.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
04/19/2007 to 06/04/2007	46	Duluth Metals Limited - Units	15,525,000.00	13,500,000.00
05/28/2007	13	Dynamic Fuel Systems Inc. - Units	217,354.21	1,811,285.00
05/31/2007 to 06/04/2007	27	FairWest Energy Corporation - Flow-Through Shares	2,407,013.10	5,348,918.00
06/01/2007	2	Flatiron Market Neutral LP - Units	400,000.00	362.56
05/24/2007	3	Fontainebleau Las Vegas Holdings, LLC - Notes	2,600,000.00	2,600.00
05/30/2007	9	Genstar Capital Partners V, L.P. - Limited Partnership Interest	214,650,000.00	N/A
05/30/2007 to 06/07/2007	7	Global Trader Europe Limited - Contracts for Differences	33,578.00	21,204.00
05/28/2007	58	Hard Creek Nickel Corporation - Flow-Through Shares	15,201,037.00	5,439,603.00
05/11/2007	267	Heartland Resources Inc. - Units	50,000,000.00	58,823,529.00
05/25/2007	26	Hunter Bay Minerals plc - Flow-Through Shares	1,499,999.60	1,363,636.00
05/30/2007	2	International Kirkland Minerals Inc. - Units	120,000.00	750,000.00
05/30/2007	38	Klondike Gold Corp. - Common Shares	975,000.00	9,750,000.00
06/07/2007	8	Klondike Silver Corp. - Common Shares	693,000.00	1,400,000.00
06/06/2007	5	Lightwater Capital Ltd. - Common Shares	375,000.00	1,500,000.00
06/06/2007	18	Longbow Capital Limited Partnership #15 - Limited Partnership Units	1,196,000.00	1,196.00
06/07/2007	1	LUKOIL international Finance B.V. - Notes	7,429,100.00	N/A
05/15/2007 to 05/29/2007	97	Max Resource Corp. - Non-Flow Through Units	8,545,800.00	N/A
02/01/2007 to 03/01/2007	1	Millennium International Ltd. - Common Shares	1,759,050.00	N/A
05/29/2007	14	Mindoro Resources Ltd. - Units	2,852,585.00	4,075,122.00
06/08/2007	1	Morgan Stanley Global Distress Opportunities Fund LP - Limited Liability Interest	533,950.00	1.00
05/23/2007	4	Neff Corp. - Notes	2,757,040.00	2,600.00
05/31/2007	200	Noveko International Inc. - Units	23,000,000.00	9,200,000.00
06/01/2007	49	OceanLake Commerce Inc. - Units	2,823,049.00	6,273,443.00
06/08/2007	3	OSI Restaurant Partners LLC/OSI Co-Issuer, inc. - Notes	2,392,875.00	2,250.00
06/06/2007	1	Paul Capital Partners IX, L.P. - Limited Partnership Interest	105,860,000.00	1.00
05/31/2007	20	PRICOA Global Funding I - Notes	399,672,000.00	N/A

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
03/07/2007 to 03/08/2007	28	Red Maple Energy Inc. - Common Shares	660,000.00	N/A
06/07/2007	148	Redcliffe Exploration Inc. - Flow-Through Shares	7,050,000.60	7,833,334.00
04/18/2007 to 06/01/2007	39	Safeguard Real Estate Investment Fund IV Limited Partnership - Limited Partnership Units	2,450,000.00	49.00
05/25/2007	2	Sand Technology Inc. - Units	647,640.00	750,000.00
06/07/2007	4	Sedex Mining Corp. - Common Shares	167,900.00	N/A
05/31/2007 to 06/06/2007	67	Serenic Corporation - Units	1,199,992.80	1,999,988.00
05/30/2007	1	Sherman WSC Acquisition Corp. - Units	3,774,654.00	585,000.00
05/25/2007	13	Silvermet Inc. - Flow-Through Shares	8,740,000.00	6,085,000.00
02/01/2007	1	Southern Silver Exploration Corp. - Common Shares	35,000.00	50,000.00
06/12/2007	2	Spartan BioScience Inc. - Common Shares	150,000.00	252,620.00
06/04/2007 to 06/07/2007	21	Texas Gas & Oil Inc. - Warrants	278,406.00	123,736.00
06/05/2007 to 06/06/2007	81	TrigPoint Corporation - Common Shares	6,000,000.00	2,000,000.00
05/24/2007	21	Uranium City Resources Inc, - Flow-Through Units	6,500,000.00	N/A
06/05/2007	43	U.S. Geothermal Inc. - Common Shares	19,999,980.00	9,090,900.00
06/05/2007	51	Vauntcom Media Corporation - Units	5,852,440.00	2,490,400.00
06/04/2007	74	Venturex Explorations Inc. - Units	2,488,649.83	15,454,999.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
AFRICA WEST MINERALS CORP.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated June 18, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Minimum Offering: 6,000,000 Units; Maximum Offering: 8,000,000 Units Price: $0.30 per Unit
Underwriter(s) or Distributor(s):
Bolder Investment Partners, Ltd.
Promoter(s):
James T. Gillis
Guido (Guy) E.M. Pas
Project #1120712

Issuer Name:
AGF Global Dividend Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated June 21, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
Mutual Fund Series, Series D, F, O and V Units
Underwriter(s) or Distributor(s):
AGF Funds Inc.
Promoter(s):
-
Project #1121265

Issuer Name:
Aptilon Corporation
Principal Regulator - Quebec
Type and Date:
Preliminary Short Form Prospectus dated June 19, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$ * - * Common Shares Price: $ * per Common Share
Underwriter(s) or Distributor(s):
Paradigm Capital Inc.
Loewen, Ondaatje, McCutcheon Limited
Cormark Securities Inc.
Promoter(s):
-
Project #1120240

Issuer Name:
Ivory Energy Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
Up to $25,000,000.00 - Up to 25,000 Debenture Units Price: $1,000 per Debenture Unit
Underwriter(s) or Distributor(s):
Wellington West Capital Markets Inc.
Promoter(s):
Ian E. Gallie
D. Greg Hall
Project #1121713

Issuer Name:
Kingsway 2007 General Partnership
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 20, 2007
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
CDN$ * - * % Senior Unsecured Debentures due *. , 20 * Fully and Unconditionally Guaranteed by KINGSWAY FINANCIAL SERVICES INC. and KINGSWAY AMERICA INC.
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
RBC Dominion Securities Inc.
Promoter(s):
-
Project #1120997

Issuer Name:
Mavrix TSX Venture Fund
Type and Date:
Preliminary Prospectus dated June 20, 2007
Receipted on June 20, 2007
Offering Price and Description:
$ 50,000,000 (5,000,000 Warranted Units) Maximum Price: $10.00 per Warranted Unit Minimum Purchase: 100 Warranted Units
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Dundee Securities Corporation
Promoter(s):
Mavrix Fund Management Inc.
Project #1120446

Issuer Name:
New Flyer Industries Canada ULC
New Flyer Industries Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 26, 2007
Mutual Reliance Review System Receipt dated June 26, 2007
Offering Price and Description:
C$110,097,000.00 - 9,410,000 Income Deposit Securities
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
Cormark Securities Inc.
Promoter(s):
-
Project #1122413/1122412

Issuer Name:
Newport Partners Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 25, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
$75,000,000 Series 2007 7.00% Convertible Unsecured Subordinated Debentures @ $1,000 per Debenture
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt
CIBC World
Dundee Securities
Scotia Capital Inc.
GMP Securities L.P.
HSBC Securities
Raymond James Ltd.
Westwind Partners Inc.
Promoter(s):
-
Project #1121866

Issuer Name:
Orleans Energy Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated June 25, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
$12,040,000.00 - 2,800,000 Common Shares; and $8,175,000.00 - 1,500,000 Flow-through Shares Price: $4.30 per Common Share $5.45 per Flow-Through Share
Underwriter(s) or Distributor(s):
Orion Securities Inc.
Peter & Co.Limited
Dundee Securities Corporation
GMP Securities L.P.
Blackmont Capital Inc.
Tristone Capital Inc.
Promoter(s):
-
Project #1122103

Issuer Name:
Pizza Pizza Royalty Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated June 20, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$23,790,000.00 - 2,600,000 Subscription Receipts each representing the right to receive one Unit Price: $9.15 per Subscription Receipt
Underwriter(s) or Distributor(s):
TD Securities Inc.
Canaccord Capital Corporation
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Promoter(s):
Pizza Pizza Limited
Project #1120482

Issuer Name:
Prelim Capital Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated June 20, 2007
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
$510,000.00 or 1,700,000 common shares Price: $0.30 per common share
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
Promoter(s):
James S. Borland
Project #1120719

Issuer Name:
Renaissance Global Infrastructure Fund
Renaissance Optimal Income Portfolio
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated June 20, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
Class A, F, T6, T8 and O Units
Underwriter(s) or Distributor(s):
CIBC Asset Management Inc.
Promoter(s):
CIBC Asset Management Inc.
Project #1121201

Issuer Name:
Valor Ventures Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
$200,000.00 - 2,000,000 Common Shares PRICE: $0.10 per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Marc Cernovitch
Project #1121579

Issuer Name:
Northern Property Real Estate Investment Trust
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated June 26, 2007
Mutual Reliance Review System Receipt dated June 26, 2007
Offering Price and Description:
$105,006,400.00 - 4,532,000 Units Price: $23.17 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc,
Scotia Capital Inc.
Canaccord Capital Corporation
National Bank Financial Inc.
Promoter(s):
-
Project #1122452

Issuer Name:
Class A, Class F, Class L, Class M and Class I units of :
Brandes Global Equity Fund
Brandes Global Balanced Fund
Brandes International Equity Fund
Brandes Global Small Cap Equity Fund
Brandes Emerging Markets Equity Fund
Brandes U.S. Equity Fund
Brandes U.S. Small Cap Equity Fund
Brandes Canadian Equity Fund
Class A, Class AH, Class F, Class FH, Class M, Class MH, Class I and Class IH units of :
Brandes Corporate Focus Bond Fund
Class A and Class F units of :
Brandes Canadian Money Market Fund
Class A, Class F, Class L, Class M and Class I units of :
Brandes Sionna Canadian Equity Fund
Brandes Sionna Canadian Balanced Fund
(formerly, Brandes Canadian Balanced Fund)
Brandes Sionna Canadian Small Cap Equity Fund
Brandes Sionna Diversified Income Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 20, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
Mutual fund trust units at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1101879

Issuer Name:
Canadian Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated June 25, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
$78,125,000.00 - 2,500,000 Units Price: $31.25 per Unit
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
Blackmont Capital Inc.
Promoter(s):
-
Project #1118777

Issuer Name:
Copernican British Banks Fund
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated June 25, 2007
Mutual Reliance Review System Receipt dated June 26, 2007
Offering Price and Description:
Maximum $300,000,000.00 (30,000,000 Units) (Each Unit consisting of a Trust Unit and one-half of a Warrant for one Trust Unit)
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Berkshire Securities Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Bieber Securities Inc.
Blackmont Capital Inc.
Burgeonvest Securities Limited
Laurentian Bank Securities Inc.
Wellington West Capital Inc.
Promoter(s):
Copernican Capital Corp.
Project #1106838

Issuer Name:
Copper Mountain Mining Corporation
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated June 20, 2007
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
Minimum of $4,940,000.00 - Maximum of $6,100,000.00: Minimum of $3,190,000.00 Offering of Units (2,200,000 Units at a price of $1.45 per Unit); and Maximum of $4,350,000.00 Offering of Units (3,000,000 Units at a price of $1.45 per Unit) $1,750,000 Offering of Flow-Through Shares (1,000,000 flow-through shares at a price of $1.75 per Flow-Through Share)
Underwriter(s) or Distributor(s):
Raymond James Ltd.
Promoter(s):
Compliance Energy Corporation
Project #1097334

Issuer Name:
Credential Money Market Fund
Credential Select Balanced Portfolio
Credential Select Conservative Portfolio
Credential Select Growth Portfolio
Credential Select High Growth Portfolio
Principal Regulator - British Columbia
Type and Date:
Final Simplified Prospectuses and Annual Information Forms dated June 19, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Mutual fund trust units at net asset value
Underwriter(s) or Distributor(s):
Credential Asset Management Inc.
Promoter(s):
-
Project #1100948

Issuer Name:
C.A. Bancorp Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
$100,000,002.00 - (Maximum Offering) Up to 30,303,031 Common Shares
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
TD Securities Inc.
Canccord Capital Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Dundee Securities Corporation
Richardson Partners Financial Ltd.
Wellington West Capital Inc.
Blackmont Capital Inc.
Desjardins Securities Inc.
GMP Securities L.P.
Haywood Securities Inc.
Research Capital Corporation
Promoter(s):
John F. Driscoll
Project #1107931

Issuer Name:
D-Box Technologies Inc.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated June 19, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$10,000,000.00 - Minimum Offering: 18,181,818 Common Shares; $15,000,000.00 - Maximum Offering: 27,272,727 Common Shares Price: $0.55 per share
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
Loewen, Ondaatje, McCutcheon Limited
Laurentian Bank Securities Inc.
Promoter(s):
-
Project #1114744

Issuer Name:
Dundee Precious Metals Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
$71,225,000.00 - 4,800,000 Units 1,700,000 Flow-Through Shares Price: $10.50 per Unit $12.25 per Flow-Through Share
Underwriter(s) or Distributor(s):
GMP Securities L.P.
Dundee Securities Corporation
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Orion Securities Inc.
Promoter(s):
-
Project #1119640

Issuer Name:
FortisBC Inc.
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
$105,000,000.00 - 5.90% Senior Unsecured Debentures due July 4, 2047 Price: 99.863% per Debenture
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Promoter(s):
-
Project #1120088

Issuer Name:
Fortress Paper Ltd.
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated June 20, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$40,000,000.00 - 5,000,000 Common Shares Price: $8.00 per Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
TD Securities Inc.
Raymond James Ltd.
Promoter(s):
Chadwick Wasilenkoff
Project #1105519

Issuer Name:
Front Street Canadian Equity Fund Class
Front Street Diversified Income Fund Class
Front Street Money Market Fund Class
Front Street Resource Fund Class
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 13, 2007
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
Series A, B and F Securities @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1099731

Issuer Name:
Genesis Worldwide Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated June 25, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
$20,000,000.00 - 10,000,000 Common Shares Price: $2.00 Per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
CIBC World Markets Inc.
TD Securities Inc.
Promoter(s):
-
Project #1096515

Issuer Name:
Hydro One Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Base Shelf Prospectus dated June 21, 2007
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
$2,500,000,000.00 - Medium Term Notes (unsecured)
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Casgrain & Company Limited
CIBC World Markets Inc.
HSBC Securities (Canada) Inc.
Laurentian Bank Securities Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #1114480

Issuer Name:
Iseemedia Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated June 18, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$8,000,000.00 -10,000,000 Units $0.80 per Unit
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
Orion Securities Inc.
Wellington West Capital Markets Inc.
Promoter(s):
Anthony DeCristofaro
Project #1109946

Issuer Name:
Series A, F, I and O Securities of :
Keystone Saxon Smaller Companies Fund
Series A, F, G, I, P and T Securities of :
Keystone Diversified Income Portfolio Fund
Keystone Conservative Portfolio Fund
Keystone Balanced Portfolio Fund
Keystone Balanced Growth Portfolio Fund
Series A, F, G and I Securities of :
Keystone Growth Portfolio Fund
Keystone Maximum Growth Portfolio Fund
Series A, I, O and R Securities of :
Keystone Dynamic Power Small -Cap Class
Keystone Templeton International Stock Class
Of Mackenzie Financial Capital Corporation
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated June 11, 2007 to the Simplified Prospectuses and Annual Information Forms dated May 30, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Series A, F, G, I, O, P, R and T Securities @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1087975

Issuer Name:
Lakeview KBSH Equity Income Explorer Fund
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated June 12, 2007 to the Simplified Prospectus and Annual Information Form dated August 25, 2006
Mutual Reliance Review System Receipt dated June 21, 2007
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Lakeview Asset Management Inc.
Project #966637

Issuer Name:
Series A, F, I and O Units (unless otherwise indicated) of:
Mackenzie Cundill Canadian Security Fund
(offering Series C, F, I, G, P, T and O Units only)
Mackenzie Growth Fund (also offering Series G Units)
Mackenzie Ivy Canadian Fund (also offering Series G , P and T Units
and hedged class, Series A, F, I and O Units)
Mackenzie Maxxum Canadian Equity Growth Fund
Mackenzie Maxxum Canadian Value Fund
Mackenzie Maxxum Dividend Fund (also offering Series G , P and T Units)
Mackenzie Maxxum Dividend Growth Fund (also offering Series G Units)
Mackenzie Focus Canada Fund (also offering Series M Units)
Mackenzie Universal Canadian Growth Fund (also offering Series G Units)
Mackenzie Ivy Enterprise Fund (also offering Series G and M Units)
Mackenzie Cundill Recovery Fund (offering Series O Units only)
Mackenzie Cundill Value Fund (offering Series C, F, I G, P, T and O Units only)
Mackenzie Focus Fund
Mackenzie Founders Fund (also offering Series P and T Units)
Mackenzie Ivy Foreign Equity Fund (also offering Series G , P and T Units)
Mackenzie Universal European Opportunities Fund
Mackenzie Universal Global Future Fund
Mackenzie Universal International Stock Fund
Mackenzie Universal U .S. Growth Leaders Fund
Mackenzie Universal U .S. Dividend Income Fund
(Hedged Class and Unhedged Class)
Mackenzie Universal World Growth RRSP Fund
Mackenzie Universal Canadian Resource Fund (also offering Series G Units)
Mackenzie Universal Precious Metals Fund
Mackenzie Balanced Fund (also offering Series P and T Units)
Mackenzie Cundill Canadian Balanced Fund (offering Series C, F, I, G, P, T and O Units only)
Mackenzie Ivy Growth and Income Fund (also offering Series G , P and T Units)
Mackenzie Maxxum Canadian Balanced Fund (also offering Series P and T Units)
Mackenzie Maxxum Monthly Income Fund (also offering Series P and T Units)
Mackenzie Sentinel Bond Fund (also offering Series G and T Units)
Mackenzie Sentinel Corporate Bond Fund (also offering Series G Units)
Mackenzie Sentinel Diversified Income Fund (also offering Series G Units)
Mackenzie Sentinel Income Fund (also offering Series B , C and G Units)
Mackenzie Sentinel Income Trust Fund
Mackenzie Sentinel Money Market Fund (offering Series A, B and I Units only)
Mackenzie Sentinel Real Return Bond Fund (also offering Series G Units)
Mackenzie Sentinel Short -Term Income Fund (also offering Series G and M Units)
Mackenzie Universal Canadian Balanced Fund (also offering Series G , P and T Units)
Mackenzie Cundill Global Balanced Fund (offering Series C, F, I, G, P, T and O Units only)
Mackenzie Ivy Global Balanced Fund (also offering Series P and T Units)
Mackenzie Sentinel Global Bond Fund

Principal Regulator - Ontario
Type and Date:
Amendment #4 dated June 11, 2007 to the Simplified Prospectus and Annual Information Form dated December 7, 2006
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Series A, C, F, I, G, M, P, T and O Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Quadrus Investment Services Ltd.
Promoter(s):
Mackenzie Financial Corporation
Project #1007691

_____

Issuer Name:
Series A, F, I and O Shares (unless otherwise indicated) of:
Mackenzie Cundill Canadian Security Class (also offering Series R Shares)
Mackenzie Focus Canada Class (also offering Series R Shares)
Mackenzie Ivy Canadian Class (also offering Series R Shares)
Mackenzie Maxxum Canadian Equity Growth Class (also offering Series R Shares)
Mackenzie Maxxum Canadian Value Class (also offering Series R Shares)
Mackenzie Maxxum Dividend Class (also offering Series R Shares)
Mackenzie Universal Canadian Growth Class (also offering Series R Shares)
Mackenzie Cundill American Class
Mackenzie Focus America Class (also offering Series R Shares)
Mackenzie Universal American Growth Class (Hedged Class and Unhedged Class
(also offering Series M Shares)
Mackenzie Universal U .S. Blue Chip Class (also offering Series R Shares)
Mackenzie Universal U .S. Emerging Growth Class (also offering Series R Shares)
Mackenzie Universal U .S. Growth Leaders Class (Hedged Class and Unhedged Class)
(also offering Series R Shares)
Mackenzie Ivy Enterprise Class (also offering Series R Shares)
Mackenzie Universal North American Growth Class (also offering Series R and G Shares)
Mackenzie Cundill Value Class (also offering Series R Shares)
Mackenzie Focus Class (also offering Series R Shares)
Mackenzie Focus Far East Class (also offering Series R and M Shares)
Mackenzie Focus International Class (also offering Series R Shares)
Mackenzie Focus Japan Class (also offering Series R Shares)
Mackenzie Ivy European Class (also offering Series M Shares)
Mackenzie Ivy Foreign Equity Class (also offering Series R Shares)
Mackenzie Maxxum Global Explorer Class (also offering Series R Shares)
Mackenzie Universal Emerging Markets Class (also offering Series R and M Shares)
Mackenzie Universal European Opportunities Class
Mackenzie Universal Global Future Class (also offering Series R Shares)
Mackenzie Universal Growth Trends Class (also offering Series R and M Shares)
Mackenzie Universal International Stock Class
Mackenzie Universal Sustainable Opportunities Class (also offering Series R Shares)
Mackenzie Universal Emerging Technologies Class (also offering Series R Shares)
Mackenzie Universal Health Sciences Class (also offering Series R Shares)
Mackenzie Universal World Precious Metals Class
Mackenzie Universal World Real Estate Class (also offering Series R Shares)
Mackenzie Universal World Resource Class
Mackenzie Universal World Science & Technology Class (also offering Series R Shares)
Mackenzie Sentinel Canadian Managed Yield Class (also offering Series R Shares)
Mackenzie Sentinel Managed Return Class
Mackenzie Sentinel U.S. Managed Yield Class (also offering Series R Shares)
of
Mackenzie Financial Capital Corporation
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated June 11, 2007 tot he Simplified Prospectuses and Annual Information Forms dated November 6, 2006
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Series A, F, I, O, G, M and R Shares @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #997740

Issuer Name:
Mackenzie GPS Allocation Fund
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated June 11, 2007 to the Simplified Prospectus and Annual Information Form dated October 26, 2006
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
Series A Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Mackenzie Finanical Corporation
Project #999618

Issuer Name:
Marimba Capital Corp.
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated June 15, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$300,000.00 (1,200,000 COMMON SHARES) Price: $0.25 per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Quest Capital Corp.
Project #1104302

Issuer Name:
New Gold Inc.
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated June 22, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
Up to $375,286,250.00 - Up to 220,000 Series D Units, Up to 55,000 5% Subordinated Convertible Debentures, 2,055,000 Flow-Through Shares and 10,700,000 Common Shares
Underwriter(s) or Distributor(s):
GMP Securities L.P.
BMO Nesbitt Burns Inc.
Orion Securities Inc.
Jennings Capital Inc.
Wellington West Capital Markets Inc.
Promoter(s):
-
Project #1109698

Issuer Name:
North American Palladium Ltd.
Type and Date:
Final Short Form Base Shelf Prospectus dated June 20, 2007
Receipted on June 21, 2007
Offering Price and Description:
45,031 COMMON SHARES
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1115690

Issuer Name:
Northwest Money Market Fund (Series A units and Series I units)
Northwest Canadian Equity Fund (Series A units, Series F units and Series I units)
Northwest Canadian Bond Fund (Series A units, Series F units and Series I units)
Northwest Canadian Dividend Fund (Series A units, Series F units and Series I units)
Northwest Growth and Income Fund (Series A units, Series F units and Series I units)
Northwest Global Equity Fund (Series A units, Series F units and Series I units)
Northwest U.S. Equity Fund (Series A units, Series F units and Series I units)
Northwest EAFE Fund (Series A units, Series F units and Series I units)
Northwest Global Growth and Income Fund (Series A units, Series F units and Series I units)
Northwest Specialty High Yield Bond Fund (Series A units, Series F units and Series I units)
Northwest Specialty Global High Yield Bond Fund (Series A units, Series F units and Series I units)
Northwest Specialty Equity Fund (Series A units, Series F units and Series I units)
Northwest Specialty Innovations Fund (Series A units, Series F units and Series I units)
Northwest Specialty Growth Fund Inc . (Series A units, Series F units and Series I units)
Northwest Quadrant Conservative Portfolio (Series A and Series F units)
Northwest Quadrant Growth and Income Portfolio (Series A and Series F units)
Northwest Quadrant All Equity Portfolio (Series A and Series F units)
Northwest Quadrant Monthly Income Portfolio (Series A and Series F units)
Northwest Quadrant Global Growth Portfolio (Series A and Series F units) (formerly Northwest Quadrant Global Portfolio)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 21, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
Series A units, Series F units and Series I units
Underwriter(s) or Distributor(s):
Northwest Mutual Funds Inc.
Promoter(s):
Northwest Mutual Funds Inc.
Project #1102965

Issuer Name:
Rye Patch Gold Corp.
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated June 21, 2007
Mutual Reliance Review System Receipt dated June 22, 2007
Offering Price and Description:
8,000,000 Units at $0.50 Per Unit for Gross Proceeds of $4,000,000
Underwriter(s) or Distributor(s):
Pacific International Securities Inc.
Promoter(s):
Joe Kajszo
William C. Howald
Project #1082072

Issuer Name:
TeraGo Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated June 19, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
$50,008,000.00 - 4,256,000 Common Shares Price: $11.75 per Common Share
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Genuity Capital Markets G.P.
Canaccord Capital Corporation
Wellington West Capital Markets Inc.
Orion Securities Inc.
Promoter(s):
-
Project #1104644

Issuer Name:
Tethys Petroleum Limited
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated June 18, 2007
Mutual Reliance Review System Receipt dated June 20, 2007
Offering Price and Description:
US$25,000,000.00 (Minimum Offering); US$50,000,000.00 (Maximum Offering) - A Minimum of 9,090,909 and a Maximum of 18,181,818 Ordinary Shares Secondary Offering: Up to US$22,000,000 (8,000,000 Ordinary Shares) Price: US$2.75 per Offered Share
Underwriter(s) or Distributor(s):
Jennings Capital Inc.
Tristone Capital Inc.
Haywood Securities Inc.
Promoter(s):
CanArgo Energy Corporation
Project #1100544

Issuer Name:
The Newport Canadian Equity Fund
The Newport Fixed Income Fund
The Newport Global Equity Fund
The Newport Yield Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 21, 2007
Mutual Reliance Review System Receipt dated June 25, 2007
Offering Price and Description:
Mutual Fund Securities at net Asset Value
Underwriter(s) or Distributor(s):
Newport Investment Counsel Inc.
Promoter(s):
-
Project #1105712

Issuer Name:
Trinidad Energy Services Income Trust
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated June 26, 2007
Mutual Reliance Review System Receipt dated June 26, 2007
Offering Price and Description:
$325,000,000.00 - 7.75% Convertible Unsecured Subordinated Debentures Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
TD Securities Inc.
Raymond James Ltd.
BMO Nesbitt Burns Inc.
Canaccord Capital Corporation
RBC Dominion Securities Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
Blackmont Capital Inc.
Wellington West Capital Markets Inc.
Haywood Securities Inc.
Promoter(s):
-
Project #1119781

Issuer Name:
BlackWatch Energy Services Trust
Type and Date:
Rights Offering Circular dated May 31, 2007
Accepted on June 1, 2007
Offering Price and Description:
Offering of Rights to Subscribe for Trust Units
Project #1105415

Issuer Name:
Platinum Communications Corporation
Type and Date:
Rights Offering Circular dated June 19, 2007
Accepted on June 19, 2007
Offering Price and Description:
Offering of Rights to Subscribe up to 8,044,227 Common Shares
Project #1094620

Issuer Name:
CCR Technologies Ltd.
Type and Date:
Rights Offering Circular dated June 19, 2007
Accepted on June 19, 2007
Offering Price and Description:
Offer of Rights to Subscribe for up to 9.1 million Common Shares at a Subscription Price of $0.18 per Common Share
Project #1105367

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Amalgamation	Of: Assante Financial Management Ltd. and IQON Financial Inc. To form: Assante Financial Management Ltd.	Mutual Fund Dealer and Limited Market Dealer	June 1, 2007
Name Change	From: Qwest Energy Fund Management Ltd. To: Qwest Investment Fund Management Ltd.	Extra-Provincial Investment Counsel and Portfolio Manager	June 15, 2007
Name Change	From: Clarica Investco Inc. To: Sun Life Financial Investment Services (Canada) Inc./Placements Financiere Sun Life (Canada) Inc.,	Mutual Fund Dealer and Limited Market Dealer.	June 25, 2007
New Registration	Record Currency Management Limited	International Adviser (Investment Counsel & Portfolio Manager)	June 26, 2007
New Registration	Mesirow Financial Private Equity Advisors, Inc.	International Adviser (Investment Counsel and Portfolio Manager)	June 27, 2007

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 Investment Dealers Association – Amendments to IDA By-laws 10.1 and 10.4 – Board of Directors, National Advisory Committee and Meetings

INVESTMENT DEALERS ASSOCIATION OF CANADA

BY-LAWS 10.1 AND 10.4 - BOARD OF DIRECTORS, NATIONAL ADVISORY COMMITTEE AND MEETINGS

BLACK-LINED COPY OF AMENDED SECTIONS

The following is a black-lined version of the approved amendments to IDA By-law 10.4, which is different from the version proposed and published on May 19, 2006 at (2006) 29 OSCB 4280.

By-law 10.4

10.4 A majority of the total number of~~Nine~~ members of the Board of Directors shall be present in person ~~shall form a quorum at any meeting thereof~~ and at least two Public Directors shall be present, either in person or by other means, to form a quorum at any meeting of the Board of Directors. Any action taken by a majority of those members of the Board of Directors present at any meeting of the Board of Directors where the~~at which a~~ quorum requirement is met ~~present~~ shall constitute an ~~the~~ action of the Board of Directors.

13.1.2 MFDA Hearing Panel Approves Settlement Agreement with Mary Elizabeth Rygiel

NEWS RELEASE
For immediate release

MFDA HEARING PANEL APPROVES SETTLEMENT AGREEMENT WITH MARY ELIZABETH RYGIEL

June 25, 2007 (Toronto, Ontario) – A Settlement Hearing in the Matter of Mary Elizabeth Rygiel was held today before a Hearing Panel of the Central Regional Council of the Mutual Fund Dealers Association of Canada ("MFDA"). The Hearing Panel approved the Settlement Agreement between the MFDA and Mary Rygiel. The following is a summary of the Orders made by the Hearing Panel:

(a) The Respondent is prohibited from acting in a compliance or supervisory capacity with a Member for a period of three (3) years from the date of this Order, pursuant to section 24.1.1(c) of MFDA By-law No. 1;

(b) The Respondent shall write the appropriate proficiency examination prior to becoming registered in any compliance or supervisory capacity with a Member, pursuant to section 24.1.1(c) of MFDA By-law No. 1;

(c) The Respondent shall pay a fine in the amount of $5,000, pursuant to section 24.1.1(b) of MFDA By-law No. 1;

(d) The Respondent shall pay costs in the amount of $1,000 attributable to the investigation and settlement of this matter, pursuant to section 24.2 of MFDA By-Law No. 1.

The Hearing Panel advised that it would issue written reasons in due course.

A copy of the Order and Settlement Agreement are 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 162 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

13.1.3 IDA Amendments to Regulations 100.9 and 100.10 to Recognize Three Complex Option Offset Strategies and to Expand the List of Available Option Spreads Involving Individual Equities

INVESTMENT DEALERS ASSOCIATION OF CANADA - REGULATION 100.9 AND 100.10 AMENDMENTS TO RECOGNIZE THREE COMPLEX OPTION OFFSET STRATEGIES AND TO EXPAND THE LIST OF AVAILABLE OPTION SPREADS INVOLVING INDIVIDUAL EQUITIES

BLACK LINE COPY OF AMENDMENTS

The following is a black-lined version of the approved amendments to IDA Regulations 100.9 and 100.10, which is different from the version proposed and published on October 13, 2006, at (2006) 29 OSCB 8203.

Regulation 100.9(f)(i) – Amendment #1

(f) **Option spreads and combinations**

(i) **Call spreads and put spreads**

Where a customer account contains one of the following spread pairings for an equivalent number of trading units on the same underlying interest:~~for~~

- long call option and short call option; or
- long put option and short put option;

and the short option expires on or before the date of expiration of the long option, the minimum margin required for the spread pairing shall be the lesser of:

(A) the margin required on the short option pursuant to sub-paragraphs 100.9(d)(i) and (ii); or

(B) the spread loss amount, if any, that would result if both options were exercised.

Regulation 100.9(f)(vi) – (xi) – Amendment #2

(vi) **Box spread**

Where a customer account contains ~~one of the following~~ a box spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,

~~- box spread involving index options; or~~

~~- box spread involving index participation unit options~~;

such that a customer holds a long and short call option and a long and short put option ~~with the same expiry month~~ and where the long call option and short put option, and short call option and long put option have the same strike price, the minimum margin required shall be the lesser of:

(I) the greater of the margin requirements calculated for the component call and put spreads (Regulation 100.9(f)(i)); and

(II) the greater of the out-of-the-money amounts calculated for the component call and put spreads.

(vii) **Long butterfly spread**

Where a customer account contains ~~one of the following~~ a long butterfly spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,

~~- long butterfly spread involving index options; or~~

~~- long butterfly spread involving index participation unit options;~~

such that a customer holds a short position in two call options (or put options) and the short call options (or short put options) are at a middle strike price and are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, and the interval between the strike prices is equal, the minimum margin required shall be the net market value of the short and long call options (or put options).

(viii) **Short butterfly spread**

Where a customer account contains ~~one of the following~~ a short butterfly spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,

~~- short butterfly spread involving index options; or~~

~~- short butterfly spread involving index participation unit options;~~

such that a customer holds a long position in two call options (or put options) and the long call options (or long put options) are at a middle strike price and are flanked on either side by a short call option (or short put option) having a lower and higher strike price respectively, and the interval between the strike prices is equal, the minimum margin required shall be the amount, if any, by which the exercise value of the long call options (or long put options) exceeds the exercise value of the short call options (or short put options). The market value of any premium credit carried on the short options may be used to reduce the margin required.

(ix) **Long Condor Spread**
Where a customer account contains a long condor spread combination on the same underlying interest with all options expiring at the same time, such that a customer holds four separate options series wherein the strike prices of the options are in ascending order and the interval between the strike prices is equal, comprising a short position in two call options (or put options) and the short call options (or short put options) are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, the minimum margin required shall be the net market value of the short and long call options (or put options).

(x) **Short Iron Butterfly Spread**
Where a customer account contains a short iron butterfly spread combination on the same underlying interest with all options expiring at the same time, such that a customer holds four separate options series wherein the strike prices of the options are in ascending order, and the interval between the strike prices is equal, comprising short positions in a call option and a put option with the same strike price and the short options are flanked on either side by a long put option and a long call option having a lower and higher strike price respectively, the minimum margin required shall equal the strike price interval multiplied by the unit of trading. The market value of any premium credit carried on the short options may be used to reduce the minimum margin required.

(xi) **Short Iron Condor Spread**
Where a customer account contains a short iron condor spread combination on the same underlying interest with all options expiring at the same time, such that a customer holds four separate options series wherein the strike prices of the options are in ascending order, and the interval between the strike prices is equal, comprising short positions in a call option and a put option and the short options are flanked on either side by a long put option and a long call option having a lower and higher strike price respectively, the minimum margin required shall equal the strike price interval multiplied by the unit of trading. The market value of any premium credit carried on the short options may be used to reduce the minimum margin required.

Regulation 100.9(h)(i) –Amendment #3

(h) Offset combinations involving index products

~~(i)~~ ~~**Option spreads**~~
~~In addition to the option spreads permitted in Regulation 100.9(f), the following additional option spread strategies are available for positions in index options and index participation unit options:~~

~~(A)~~ ~~**Box spread**~~
~~Where a customer account contains one of the following box spread combinations:~~
~~- box spread involving index options; or~~
~~- box spread involving index participation unit options;~~
~~such that a customer holds a long and short call option and a long and short put option with the same expiry month and where the long call option and short put option, and short call option and long put option have the same strike price, the minimum margin required shall be the lesser of:~~
~~(I) the greater of the margin requirements calculated for the component call and put spreads (Regulation 100.9(f)(i)); and~~
~~(II) the greater of the out-of-the money amounts calculated for the component call and put spreads.~~

~~(B)~~ ~~**Long butterfly spread**~~
~~Where a customer account contains one of the following butterfly spread combinations:~~
~~- long butterfly spread involving index options; or~~
~~- long butterfly spread involving index participation unit options;~~
~~such that a customer holds a short position in two call options (or put options) and the short call options (or short put options) are at a middle strike price and are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, the minimum margin required shall be the net market value of the short and long call option (or put options).~~

~~(C)~~ ~~**Short butterfly spread**~~
~~Where a customer account contains one of the following butterfly spread combinations:~~
~~- short butterfly spread involving index options; or~~
~~- short butterfly spread involving index participation unit options;~~
~~such that a customer holds a long position in two call options (or put options) and the long call options (or long put options) are at a middle strike price and are flanked on either side by a short call option (or short put option) having a lower and higher strike price respectively, the minimum margin~~

~~required shall be the amount, if any, by which the exercise value of the long call options (or long put options) exceeds the exercise value of the short call options (or short put options).~~

(~~ii~~iii) **Index option and index participation unit option spread combinations**

Regulation 100.10(f)(i) – Amendment #4

(f) **Option spreads and combinations**

(i) **Call spreads and put spreads**
Where a Member account contains one of the following spread pairings for an equivalent number of trading units on the same underlying interest:
- long call option and short call option; or
- long put option and short put option;
the minimum capital required for the spread pairing shall be the lesser of:
(A) the capital required on the short option pursuant to sub-paragraph 100.10(d)(i); or
(B) the spread loss amount, if any, that would result if both options were exercised.

Regulation 100.10(f)(vi) – (xi) – Amendment #5

(vi) **Box spread**
Where a Member account contains ~~one of the following~~ a box spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,
~~- box spread involving index options; or~~
~~- box spread involving index participation unit options;~~
such that a Member holds a long and short call option and a long and short put option ~~with the same expiry month~~ and where the long call option and short put option, and short call option and long put option have the same strike price, the minimum capital required shall be the lesser of:
(I) the difference, plus or minus, between the aggregate exercise value of the long call options and the aggregate exercise value of the long put options; and
(II) the net market value of the options.

(vii) **Long butterfly spread**
Where a Member account contains ~~one of the following~~ a long butterfly spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,
~~- long butterfly spread involving index options; or~~
~~- long butterfly spread involving index participation unit options;~~
such that a Member holds a short position in two call options (or put options) and the short call options (or short put options) are at a middle strike price and are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, and the interval between the strike prices is equal, the minimum capital required shall be the net market value of the short and long call options (or put options).

(viii) **Short butterfly spread**
Where a Member account contains ~~one of the following~~ a short butterfly spread combinations~~:~~ on the same underlying interest with all options expiring at the same time,
~~- short butterfly spread involving index options; or~~
~~- short butterfly spread involving index participation unit options;~~
such that a Member holds a long position in two call options (or put options) and the long call options (or long put options) are at a middle strike price and are flanked on either side by a short call option (or short put option) having a lower and higher strike price respectively, and the interval between the strike prices is equal, the minimum capital required shall be the amount, if any, by which the exercise value of the long call options (or long put options) exceeds the exercise value of the short call options (or short put options). The market value of any premium credit carried on the short options may be used to reduce the capital required.

(ix) **Long Condor Spread**
Where a Member account contains a long condor spread combination on the same underlying interest with all options expiring at the same time, such that a Member holds four separate options series wherein the strike prices of the options are in ascending order and the interval between the strike prices is equal, comprising a short position in two call options (or put options) and the short call options (or short put options) are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, the minimum capital required shall be the net market value of the short and long call options (or put options).

(x) **Short Iron Butterfly Spread**
Where a Member account contains a short iron butterfly spread combination on the same underlying interest with all options expiring at the same time, such that a Member holds four separate options series wherein the strike prices of the options are in ascending order, and the interval between the strike prices is equal, comprising short positions in a call option and a put option with the same strike price and the short options are flanked on either side by a long put option and a long call option having a lower and higher strike price respectively, the minimum capital required shall equal the strike price interval multiplied by the unit of trading. The market value of any premium credit carried on the short options may be used to reduce the minimum capital required.

(xi) **Short Iron Condor Spread**
Where a Member account contains a short iron condor spread combination on the same underlying interest with all options expiring at the same time, such that a Member holds four separate options series wherein the strike prices of the options are in ascending order, and the interval between the strike prices is equal, comprising short positions in a call option and a put option and the short options are flanked on either side by a long put option and a long call option having a lower and higher strike price respectively, the minimum capital required shall equal the strike price interval multiplied by the unit of trading. The market value of any premium credit carried on the short options may be used to reduce the minimum capital required.

Regulation 100.10(h)(i) –Amendment #6

(h) Offset combinations involving index products

~~(i) **Option spreads**~~

~~In addition to the option spreads permitted in Regulation 100.10(f), the following additional option spread strategies are available for positions in index options and index participation unit options:~~

~~(A) **Box spread**~~
~~Where a Member account contains one of the following box spread combinations:~~
~~- box spread involving index options; or~~
~~- box spread involving index participation unit options;~~
~~such that a Member holds a long and short call option and a long and short put option with the same expiry month and where the long call option and short put option, and short call option and long put option have the same strike price, the minimum capital required shall be the lesser of:~~
~~(I) the difference, plus or minus, between the aggregate exercise value of the long call options and the aggregate exercise value of the long put options; and~~
~~(II) the net market value of the options.~~

~~(B) **Long butterfly spread**~~
~~Where a Member account contains one of the following butterfly spread combinations:~~
~~- long butterfly spread involving index options; or~~
~~- long butterfly spread involving index participation unit options;~~
~~such that a Member holds a short position in two call options (or put options) and the short calls (or short puts) are at a middle strike price and are flanked on either side by a long call option (or long put option) having a lower and higher strike price respectively, the minimum capital required shall be the net market value of the short and long call options (or put options).~~

~~(C) **Short butterfly spread**~~
~~Where a Member account contains one of the following butterfly spread combinations:~~
~~- short butterfly spread involving index options; or~~
~~- short butterfly spread involving index participation unit options;~~
~~such that a Member holds a long position in two call options (or put options) and the long call options (or long put options) are at a middle strike price and are flanked on either side by a short call option (or short put option) having a lower and higher strike price respectively, the minimum capital required shall be the amount, if any, by which the exercise value of the long call options (or long put options) exceeds the exercise value of the short call options (or short put options).~~

(~~ii~~i) **Index option and index participation unit option spread combinations**

13.1.4 MFDA issues Notice of Hearing regarding Kenneth Roy Breckenridge

NEWS RELEASE
For immediate release

MFDA ISSUES NOTICE OF HEARING
REGARDING KENNETH ROY BRECKENRIDGE

June 27, 2007 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada ("MFDA") today announced that it has commenced disciplinary proceedings against Kenneth Roy Breckenridge.

MFDA staff alleges in its Notice of Hearing that Mr. Breckenridge engaged in the following conduct contrary to the By-laws, Rules or Policies of the MFDA:

> Allegation #1: Between November 2002 and October 2004, the Respondent engaged in securities related business outside the accounts and facilities of the Member by recommending and facilitating the investment of client funds in the total amount of approximately $1.9 million in a security unknown to and unapproved by the Member, contrary to MFDA Rule 1.1.1.
>
> Allegation #2: Between November 2002 and April 2006, the Respondent failed to observe high standards of conduct in the transaction of business and engaged in business conduct that was unbecoming and detrimental to the public interest by deliberately concealing from the Member business activity he was engaging in outside the Member, contrary to MFDA Rule 2.1.1(b) and (c).

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, September 5, 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 162 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 49 North 2007 Resource Flow-Through Limited Partnership

Headnote

Exemption from the requirement to attach a copy of the limited partnership agreement to both the preliminary and final prospectus – Inclusion of the limited partnership agreement in the prospectus of the fund will not provide any additional disclosure to investors that would not already be publicly available on SEDAR – section 15.1 of Ontario Securities Commission Rule 41-501 General Prospectus Requirements and item 27.2 of Form 41-501F1 – Information Required in a Prospectus.

Applicable Legislative Provisions

Ontario Securities Commission Rule 41-501 General Prospectus Requirements,s. 15.1.
Form 41-501F1 Information Required in a Prospectus, Item 27.2.

June 13, 2007

McKercher McKercher & Whitmore LLP
Barristers & Solicitors
374 Third Avenue South
Saskatoon, SK
S7K 1M5

Attention: Paul D. Grant

Dear Sirs/Mesdames:

Re: 49 North 2007 Resource Flow-Through Limited Partnership (the "Partnership")
Exemptive Relief Application under Part 15 of OSC Rule 41-501 General Prospectus Requirements ("Rule 41-501")
Application No. 2007/0462, SEDAR Project No. 1071842

By letter dated June 4, 2007 (the "Application"), the Partnership applied to the Director of the Ontario Securities Commission (the "Director") pursuant to section 15.1 of Rule 41-501 for relief from the operation of item 27.2 of Form 41-501F1 which requires that an issuer attach a copy of the limited partnership agreement to both its preliminary and final prospectus.

This letter confirms that, based on the information and representations made in the Application, and for the purposes described in the Application, the Director intends to grant the requested exemption to be evidenced by the issuance of a receipt for the Partnership's prospectus, subject to the following conditions:

1. the final prospectus will include a summary of all material provisions of the limited partnership agreement; and

2. the final prospectus will advise investors and potential investors of the various means by which they can obtain copies of the limited partnership agreement, which will include:

   a. inspection during normal business hours at the Partnership's principal place of business;

   b. from SEDAR;

   c. upon written request to the General Partner; and

   d. from the website of the Partnership.

Yours very truly,
"Leslie Byberg"
Manager, Investment Funds

25.2 Consents

25.2.1 U.S. Silver Corporation - s. 4(b) of the Regulation

Headnote

Consent given to an OBCA Corporation to continue under the laws of Canada.

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am.
Canada Business Corporations Act, R.S.C. 1985, c. C-44, as am.

Regulations Cited

Regulation made under the Business Corporations Act, O. Reg. 289/00, s. 4(b).

IN THE MATTER OF
ONT. REG. 289/00 (THE "REGULATION")
MADE UNDER THE
BUSINESS CORPORATION ACT,
R.S.O. 1990, c. B.16

AND

IN THE MATTER OF
U.S. SILVER CORPORATION

CONSENT
(Subsection 4(b) of the Regulation)

UPON the application of U.S. Silver Corporation to the Ontario Securities Commission (the "**Commission**") requesting a consent from the Commission for U.S. Silver Corporation to continue in another jurisdiction pursuant to subsection 4(b) of the Regulation;

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

AND UPON U.S. Silver Corporation having represented to the Commission that:

1. U.S. Silver Corporation is proposing to submit an application to the Director under the *Business Corporations Act* (Ontario) (the "**OBCA**") pursuant to section 181 of the OBCA (the "**Application for Continuance**") for authorization to continue as a corporation under the *Canada Business Corporations Act* (the "**CBCA**").

2. Pursuant to subsection 4(b) of the Regulation, where a corporation is an offering corporation, the Application for Continuance must by accompanied by a consent from the Commission.

3. U.S. Silver Corporation was incorporated under the provisions of the OBCA on March 23, 2006. The head office of U.S. Silver Corporation is located at 1255 Bay Street, Suite 400, Toronto, Ontario M5R 2A9.

4. The authorized share capital of U.S. Silver Corporation is comprised of an unlimited number of common shares of which 184,502,673 common shares were issued and outstanding as of May 15, 2007.

5. U.S. Silver Corporation is an offering corporation under the OBCA and is a reporting issuer under the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**"). U.S. Silver Corporation is also a reporting issuer under the securities legislation of each of the provinces of British Columbia and Alberta. U.S. Silver Corporation intends to remain a reporting issuer in Ontario and in the other jurisdictions where it is a reporting issuer.

6. The common shares of U.S. Silver Corporation are listed for trading on the TSX Venture Exchange.

7. U.S. Silver Corporation is not in default under any provision of the Act or the regulations of the Act, nor under the securities legislation of any other jurisdiction where it is a reporting issuer.

8. U.S. Silver Corporation is not a party to any proceeding nor, to the best of its knowledge, information and belief, any pending proceeding under the Act.

9. The Application for Continuance of U.S. Silver Corporation was approved by the shareholders of U.S. Silver Corporation by special resolution at the Annual and Special Meeting of shareholders (the "**Meeting**") held on June 21, 2007.

10. The principal reason for the Application for Continuance is that U.S. Silver Corporation believes that continuance under the CBCA will provide U.S. Silver Corporation with greater flexibility in carrying on business both within and outside of Canada. U.S. Silver Corporation's mining business and operations are substantially located in Wallace, Idaho, in the United States. As more particularly described in the Circular, management believes that it is in the interests of U.S. Silver Corporation to be able to elect or appoint directors and to conduct its affairs in accordance with the provisions of the CBCA.

11. The material rights, duties and obligations of a corporation governed by the CBCA are substantially similar to those of a corporation governed by the OBCA.

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

THE COMMISSION HEREBY CONSENTS to the continuance of U.S. Silver Corporation as a corporation under the *Canada Business Corporation Act*.

DATED June 22, 2007

"Suresh Thakrar"

"Paul K. Bates"

25.2.2 Rogers Cable Inc. - s. 4(b) of the Regulation

Headnote

Consent given to an offering corporation under the Business Corporations Act (Ontario) to continue under the Business Corporations Act (British Columbia).

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 181.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Regulation made under the Business Corporations Act, O. Reg. 289/00, as am., s. 4(b).

IN THE MATTER OF
R.R.O. 1990, REGULATION 289/00 (the Regulation)
MADE UNDER THE
BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990 c. B.16, AS AMENDED (the OBCA)

AND

IN THE MATTER OF
ROGERS CABLE INC.

CONSENT
(Subsection 4(b) of the Regulation)

UPON the application of Rogers Cable Inc. (**Rogers Cable**) to the Ontario Securities Commission (the **Commission**) requesting a consent from the Commission for Rogers Cable to continue in another jurisdiction pursuant to subsection 4(b) of the Regulation;

AND UPON considering the application and the recommendation of the staff to the Commission;

AND UPON Rogers Cable representing to the Commission that:

1. Rogers Cable proposes to make an application to the Director under the OBCA pursuant to section 181 of the OBCA (the **Application for Continuance**) for authorization to continue as a corporation under the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57 (the **BCBCA**).

2. The authorized share capital of Rogers Cable consists of unlimited Class A Common Shares, unlimited Class B Common Shares, unlimited First Preferred Shares, unlimited Third Preferred Shares, unlimited Fourth Preferred Shares, unlimited Fifth Preferred Shares, unlimited Sixth Preferred Shares, unlimited Seventh Preferred Shares, unlimited Eighth Preferred Shares, unlimited Ninth Preferred Shares and 100,000,000 Class B Preferred Shares, of which 100,000,000

Class A Common Shares, 118,166,003 Class B Common Shares, 306,904 Fourth Preferred Shares and 151,800 Seventh Preferred Shares are issued and outstanding.

3. Pursuant to subsection 4(b) of the Regulation, where a corporation is an offering corporation, the Application for Continuance must be accompanied by a consent from the Commission.

4. Rogers Cable was formed pursuant to an amalgamation on December 31, 2003 under the OBCA. Rogers Cable's current registered office is located at 333 Bloor Street East, 10th Floor, Toronto, ON M4W 1G9.

5. Rogers Cable is an offering corporation under the OBCA and is a reporting issuer under the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the **Act**). Rogers Cable is also a reporting issuer under the securities legislation of each of the other provinces of Canada.

6. All of Rogers Cable's issued and outstanding Class A Common Shares, Class B Common Shares, Fourth Preferred Shares and Seventh Preferred Shares are currently held by Rogers Communications Inc.

7. Rogers Cable is not in default under any provision of the Act or the regulations or rules made under the Act or under the securities legislation of any other jurisdiction where it is a reporting issuer.

8. Rogers Cable is not a party to any proceedings or to the best of its knowledge, information and belief, pending proceeding under the Act.

9. The Continuance has been approved by Rogers Cable's sole shareholder on May 28, 2007

10. The Continuance of Rogers Cable is proposed to facilitate an amalgamation with affiliated corporations governed by the BCBCA.

11. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.

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

THE COMMISSION HEREBY CONSENTS to the continuance of Rogers Cable as a corporation under the BCBCA.

DATED this 19th day of June, 2007

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

"David L. Knight"
Commissioner
Ontario Securities Commission

Index