The Ontario Securities Commission

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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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July 22, 2011

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

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

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Christopher Portner	—	CP
Judith N. Robertson	—	JNR
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

July 26-27, August 3-4, and August 9-11, 2011 10:00 a.m.	**York Rio Resources Inc., Brilliante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale** s. 127 H. Craig/C. Watson in attendance for Staff Panel: VK/EPK
July 26, 2011 11:00 a.m.	**Marlon Gary Hibbert, Ashanti Corporate Services Inc., Dominion International Resource Management Inc., Kabash Resource Management, Power to Create Wealth Inc. and Power to Create Wealth Inc. (Panama)** s. 127 S. Chandra in attendance for Staff Panel: EPK
July 26, 2011 3:00 p.m.	**Empire Consulting Inc. and Desmond Chambers** s. 127 D. Ferris in attendance for Staff Panel: MGC
July 27, 2011 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: JEAT

July 27, 2011 11:00 a.m.	**Peter Sbaraglia** s. 127 S. Horgan/P. Foy in attendance for Staff Panel: JEAT
July 29, 2011 10:00 a.m.	**North American Financial Group Inc., North American Capital Inc., Alexander Flavio Arconti, and Luigino Arconti** s. 127 M. Vaillancourt in attendance for Staff Panel: JEAT
August 8, 2011 10:00 a.m.	**Crown Hill Capital Corporation and Wayne Lawrence Pushka** s. 127 A. Perschy in attendance for Staff Panel: TBA
August 10, 2011 10:00 a.m.	**Ciccone Group, Medra Corporation, 990509 Ontario Inc., Tadd Financial Inc., Cachet Wealth Management Inc., Vince Ciccone, Darryl Brubacher, Andrew J. Martin., Steve Haney, Klaudiusz Malinowski and Ben Giangrosso** s. 127 M. Vaillancourt in attendance for Staff Panel: JEAT
August 17, 2011 10:00 a.m.	**TBS New Media Ltd., TBS New Media PLC, CNF Food Corp., CNF Candy Corp., Ari Jonathan Firestone and Mark Green** s. 127 H. Craig in attendance for Staff Panel: CP
August 22, 2011 10:00 a.m.	**Heir Home Equity Investment Rewards Inc.; FFI First Fruit Investments Inc.; Wealth Building Mortgages Inc.; Archibald Robertson; Eric Deschamps; Canyon Acquisitions, LLC; Canyon Acquisitions International, LLC; Brent Borland; Wayne D. Robbins; Marco Caruso; Placencia Estates Development, Ltd.; Copal Resort Development Group, LLC; Rendezvous Island, Ltd.; The Placencia Marina, Ltd.; and The Placencia Hotel and Residences Ltd.** s. 127 A. Perschy / B. Shulman in attendance for Staff Panel: CP
September 2, 2011 10:00 a.m.	**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** s. 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA
September 6, 7, 9 and 12, 2011 10:00 a.m.	**Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman** s. 127(7) and 127(8) H. Craig in attendance for Staff Panel: TBA
September 6-12, September 14-26 and September 28, 2011 10:00 a.m.	**Anthony Ianno and Saverio Manzo** s. 127 and 127.1 A. Clark in attendance for Staff Panel: EPK/PLK

September 8, 2011 10:00 a.m.	**American Heritage Stock Transfer Inc., American Heritage Stock Transfer, Inc., BFM Industries Inc., Denver Gardner Inc., Sandy Winick, Andrea Lee McCarthy, Kolt Curry and Laura Mateyak** s. 127 J. Feasby in attendance for Staff Panel: TBA
September 8, 2011 11:00 a.m.	**Energy Syndications Inc., Green Syndications Inc., Syndications Canada Inc., Land Syndications Inc. and Douglas Chaddock** s. 127 C. Johnson in attendance for Staff Panel: TBA
September 12, 2011 10:00 a.m. September 13, 2011 2:00 p.m.	**Carlton Ivanhoe Lewis, Mark Anthony Scott, Sedwick Hill, Leverage Pro Inc., Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc., Prosporex Forex SPV Trust, Networth Financial Group Inc., and Networth Marketing Solutions** s. 127 and 127.1 H. Daley in attendance for Staff Panel: JDC/MCH
September 14-23, September 28 – October 4, 2011 10:00 a.m.	**Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)** s. 127 and 127.1 D. Ferris in attendance for Staff Panel: VK/MCH
September 20-21, 2011 10:00 a.m.	**Peter Beck, Swift Trade Inc. (continued as 7722656 Canada Inc.), Biremis, Corp., Opal Stone Financial Services S.A., Barka Co. Limited, Trieme Corporation and a limited partnership referred to as "Anguilla LP"** s. 127 B. Shulman in attendance for Staff Panel: JEAT
September 22-23, 2011 10:00 a.m.	**Sextant Capital Management Inc., Sextant Capital GP Inc., Otto Spork, Robert Levack and Natalie Spork** s. 127 T. Center in attendance for Staff Panel: TBA
September 26, 2011 10:00 a.m.	**Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff** s. 127 H. Craig in attendance for Staff Panel: CP
September 26, 2011 10:00 a.m.	**Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff** s. 37, 127 and 127.1 H. Craig in attendance for Staff Panel: CP

October 3-7 and October 12-21, 2011 10:00 a.m.	**FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun** s. 127 C. Price in attendance for Staff Panel: CP
October 5, 2011 10:00 a.m.	**Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiaints Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group** s. 127 and 127.1 H. Craig in attendance for Staff Panel: MGC
October 11, 2011 2:30 p.m.	**Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Siklos (Also Known As Peter Kuti), Jan Chomica, and Lorne Banks** s. 127 H. Craig/C. Rossi in attendance for Staff Panel: TBA
October 12-24 and October 26-27, 2011 10:00 a.m.	**Helen Kuszper and Paul Kuszper** s. 127 and 127.1 U. Sheikh in attendance for Staff Panel: JDC/CWMS
October 17-24 and October 26-31, 2011 10:00 a.m.	**Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, John Colonna, Pasquale Schiavone, and Shafi Khan** s. 127(7) and 127(8) C. Johnson in attendance for Staff Panel: EPK/MCH
October 31, 2011 10:00 a.m.	**Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang** s. 127 and 127.1 H. Craig in attendance for Staff Panel: TBA
October 31 – November 3, 2011 10:00 a.m.	**QuantFX Asset Management Inc., Vadim Tsatskin, Lucien Shtromvaser and Rostislav Zemlinsky** s. 127 C. Rossi in attendance for Staff Panel: MGC
November 7, November 9-21, November 23 – December 2, 2011 10:00 a.m.	**Majestic Supply Co. Inc., Suncastle Developments Corporation, Herbert Adams, Steve Bishop, Mary Kricfalusi, Kevin Loman and CBK Enterprises Inc.** s. 37, 127 and 127.1 D. Ferris in attendance for Staff Panel: EPK/PLK
November 14-21 and November 23-28, 2011 10:00 a.m.	**Shaun Gerard McErlean, Securus Capital Inc., and Acquiesce Investments** s. 127 M. Britton in attendance for Staff Panel: TBA

December 1-5 and December 7-15, 2011 10:00 a.m.	**Marlon Gary Hibbert, Ashanti Corporate Services Inc., Dominion International Resource Management Inc., Kabash Resource Management, Power to Create Wealth Inc. and Power to Create Wealth Inc. (Panama)** s. 127 S. Chandra in attendance for Staff Panel: JDC
December 5 and December 7-16, 2011 10:00 a.m.	**L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price, New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc., and 2173817 Ontario Inc.** s. 127 M. Britton in attendance for Staff Panel: EPK/PLK
December 19, 2011 9:00 a.m.	**New Hudson Television Corporation, New Hudson Television L.L.C. & James Dmitry Salganov** s. 127 C. Watson in attendance for Staff Panel: MGC
January 3-10, 2012 10:00 a.m.	**Simply Wealth Financial Group Inc., Naida Allarde, Bernardo Giangrosso, K&S Global Wealth Creative Strategies Inc., Kevin Persaud, Maxine Lobban and Wayne Lobban** s. 127 and 127.1 C. Johnson in attendance for Staff Panel: JDC
January 18-30 and February 1-10, 2012 10:00 a.m.	**Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff** s. 37, 127 and 127.1 H. Craig in attendance for Staff Panel: TBA
February 1-13, February 15-17 and February 21-23, 2012 10:00 a.m.	**Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiaints Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group** s. 127 and 127.1 H. Craig in attendance for Staff Panel: TBA
March 12, March 14-26, and March 28, 2012 10:00 a.m.	**David M. O'Brien** s. 37, 127 and 127.1 B. Shulman in attendance for Staff Panel: TBA
April 2-5, April 9, April 11-23 and April 25-27, 2012.	**Bernard Boily** s. 127 and 127.1 M. Vaillancourt/U. Sheikh in attendance for Staff Panel: TBA

TBA **Yama Abdullah Yaqeen**

s. 8(2)

J. Superina 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 **Frank Dunn, Douglas Beatty, Michael Gollogly**

s. 127

K. Daniels in attendance for Staff

Panel: TBA

TBA **MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric**

s. 127 and 127(1)

D. Ferris in attendance for Staff

Panel: TBA

TBA **Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmoney, Harmoney Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale**

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA **Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie**

s. 127(1) and (5)

J. Feasby/C. Rossi in attendance for Staff

Panel: TBA

TBA **M P Global Financial Ltd., and Joe Feng Deng**

s. 127 (1)

M. Britton in attendance for Staff

Panel: TBA

TBA **Shane Suman and Monie Rahman**

s. 127 and 127(1)

C. Price in attendance for Staff

Panel: TBA

TBA **Gold-Quest International, Health and Harmoney, Iain Buchanan and Lisa Buchanan**

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA **Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York**

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA **Abel Da Silva**

s. 127

C. Watson in attendance for Staff

Panel: TBA

TBA	**Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)** s. 127 T. Center/D. Campbell in attendance for Staff Panel: TBA
TBA	**Maple Leaf Investment Fund Corp., Joe Henry Chau (aka: Henry Joe Chau, Shung Kai Chow and Henry Shung Kai Chow), Tulsiani Investments Inc., Sunil Tulsiani and Ravinder Tulsiani** s. 127 A. Perschy/C. Rossi in attendance for Staff Panel: TBA
TBA	**Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin** s. 127 T. Center in attendance for Staff Panel: TBA
TBA	**Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.** s. 127 S. Horgan in attendance for Staff Panel: TBA
TBA	**Rezwealth Financial Services Inc., Pamela Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc., Sylvan Blackett, 1778445 Ontario Inc. and Willoughby Smith** s. 127(1) and (5) A. Heydon in attendance for Staff Panel: TBA
TBA	**Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan** s. 127 H. Craig/C.Rossi in attendance for Staff Panel: TBA
TBA	**Ameron Oil and Gas Ltd., MX-IV Ltd., Gaye Knowles, Giorgio Knowles, Anthony Howorth, Vadim Tsatskin, Mark Grinshpun, Oded Pasternak, and Allan Walker** s. 127 H. Craig/C. Rossi in attendance for Staff Panel: TBA
TBA	**Paul Donald** s. 127 C. Price in attendance for Staff Panel: TBA

TBA

Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver, David Rutledge, 6845941 Canada Inc. carrying on business as Anesis Investments, Steven M. Taylor, Berkshire Management Services Inc. carrying on business as International Communication Strategies, 1303066 Ontario Ltd. Carrying on business as ACG Graphic Communications, Montecassino Management Corporation, Reynold Mainse, World Class Communications Inc. and Ronald Mainse

s. 127

Y. Chisholm in attendance for Staff

Panel: TBA

TBA

Nest Acquisitions and Mergers, IMG International Inc., Caroline Myriam Frayssignes, David Pelcowitz, Michael Smith, and Robert Patrick Zuk

s. 37, 127 and 127.1

C. Price in attendance for Staff

Panel: TBA

TBA

Goldpoint Resources Corporation, Pasqualino Novielli also known as Lee or Lino Novielli, Brian Patrick Moloney also known as Brian Caldwell, and Zaida Pimentel also known as Zaida Novielli

s. 127(1) and 127(5)

C. Watson in attendance for Staff

Panel: TBA

TBA

Lehman Brothers & Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins

s. 127

C. Rossi in attendance for Staff

Panel: TBA

TBA

MBS Group (Canada) Ltd., Balbir Ahluwalia and Mohinder Ahluwalia

s. 37, 127 and 127.1

C. Rossi in attendance for staff

Panel: TBA

TBA

Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt

s. 127

M. Vaillancourt in attendance for Staff

Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

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

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

LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia

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

1.1.2 OSC Staff Notice 43-704 – Mineral Brine Projects and National Instrument 43-101 Standards of Disclosure for Mineral Projects

OSC Staff Notice 43-704 – *Mineral Brine Projects and National Instrument 43-101 Standards of Disclosure for Mineral Projects* is reproduced on the following internally numbered pages. Bulletin pagination resumes at the end of the Staff Notice.

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Mineral Brine Projects and National Instrument 43-101 *Standards of Disclosure for Mineral Projects*

OSC Staff Notice 43-704
July 22, 2011

Purpose

This staff notice provides guidance on the application of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (**NI 43-101**) in Ontario to issuers with mineral brine projects such as lithium. It has been prepared by staff of the Corporate Finance Branch of the Ontario Securities Commission (**OSC**) and the views it expresses do not necessarily reflect the views of the OSC, other jurisdictions, or the Canadian Securities Administrators.

Recent industry developments have led to an expansion in the exploration for lithium. Currently, this exploration appears to be focused on projects where the lithium is hosted in liquid brine rather than in hard rock sources. Since the summer of 2009, staff of the OSC have seen an increase in reporting issuers working on such mineral brine projects.

Summary

We are providing guidance in three areas:

1. Application of NI 43-101	Do mineral brine projects fall within the definition of "mineral project" in section 1.1 of NI 43-101 and are they, as a result, subject to the requirements of NI 43-101 in Ontario?
2. CIM definitions	Given that NI 43-101 relies on the Canadian Institute of Mining Metallurgy and Petroleum (**CIM**) definitions of "mineral resource" and "mineral reserve" and CIM has not provided an official interpretation of whether a resource or reserve on a mineral brine project falls within these definitions, what is the impact on an issuer's disclosure of resources or reserves?
3. Scientific and technical disclosure	What issues should be considered when preparing disclosure of scientific or technical information, including a technical report?

Guidance

1. Application of NI 43-101

In our view mineral brine projects are mineral projects as defined in NI 43-101. Under section 1.1 of NI 43-101, "mineral project" means any exploration, development or production activity … in respect of … natural solid

inorganic material .. including industrial minerals. The mining activity in a mineral brine project is in respect of lithium salts and other salts that are natural solid inorganic material.

We also think that it is in the public interest for mineral brine projects to be subject to the requirements of NI 43-101. NI 43-101 provides a proper and rigorous disclosure framework for mineral projects hosted in a brine.

General Guidance (1) of Companion Policy 43-101CP *To National Instrument 43-101 Standards of Disclosure for Mineral Projects* provides guidance that NI 43-101 does not apply to disclosure concerning "groundwater". We do not think that this guidance regarding groundwater applies to natural solid inorganic materials dissolved in a liquid host medium. Rather, we think that this guidance refers either to: (i) groundwater as a waste product in the process of petroleum extraction, or (ii) potable water. We note that the other materials explicitly named in that section of the Companion Policy are materials generally associated with the oil and gas industry, which are generally subject to the requirements of National Instrument 51-101*Standards of Disclosure for Oil and Gas Activities*.

2. CIM definitions

Sections 1.2 and 1.3 of NI 43-101 provide that the terms "mineral resource" and "mineral reserve" have the meanings ascribed to those terms by CIM. We think that a mineral brine project is a "mineral project" under NI 43-101 regardless of whether a resource or reserve on the project falls within the CIM definitions of "mineral resources" or "mineral reserves". However, in the absence of an official interpretation from CIM, whether a resource or reserve on a mineral brine project falls within these CIM definitions may be unclear.

Regardless of whether an issuer or a qualified person takes the view that a resource or reserve on a mineral brine project falls within or outside these CIM definitions, any scientific or technical information on the mineral project should disclose the issuer's or the qualified person's view on this issue. In addition, if an issuer or a qualified person takes the view that a resource or reserve on a mineral brine project falls outside the CIM definitions, the issuer should also disclose how it intends to comply with any requirements of NI 43-101 that rely on these CIM definitions. For example, the issuer should disclose how it will comply with the technical report triggers in section 4.2 of NI 43-101 given its view that a resource or reserve on a mineral brine project falls outside the CIM definitions.

3. Scientific or technical disclosure

Scientific and technical information about a mineral brine project must satisfy the requirements of NI 43-101. A technical report supporting scientific or technical information about a mineral brine project must satisfy the requirements of Form 43-101F1 *Technical Report* (**Form 43-101F1**) and provide a summary of scientific and technical information concerning mineral exploration, development and production activities on a mineral project that is material to the issuer.

A technical report prepared in respect of a mineral brine project should reflect some issues that are specific to brine-hosted deposits. The following table identifies some considerations for mineral brine projects. This list is not exhaustive, and the qualified person would be expected to take the particular circumstances into account when preparing this disclosure.

Issue	Form 43-101F1 Item	Considerations for Mineral Brine Projects
Mineral Rights	Item 4: Property Description and Location	Nature of the mineral tenure and any potential risks and uncertainties regarding “ownership” of the brine.
Climate	Item 5: Accessibility, Climate, Local Resources, Infrastructure and Physiography	Relevant meteorological data such as solar radiation, precipitation, wind, etc.
Geology and Mineralization	Item 7: Geological Setting and Mineralization	Hydrological aspects of the property such as surface and groundwater, water balance, and geology of the aquifer; characteristics of the brine body such as its geometry, chemical composition, variability, grade, etc.
Deposit Types	Item 8: Deposit Types	Characteristics of the host salar (salt flat), associated hydrogeology, aquifer boundaries, physical properties, etc.
Sampling	Item 11: Sample Preparation, Analyses and Security	Controls and protocols for brine sampling and preservation and determination of key variables such as porosity, specific yield, permeability, etc.
Mineral Resource Estimates	Item 14: Mineral Resource Estimates	Key variables such as brine volume and grade, aquifer geometry, effective porosity, specific yield, flow rate, recoverability, etc. in order to meet the definition of reasonable prospects of economic extraction.
Mineral Reserve Estimates	Item 15: Mineral Reserve Estimates	Key variables such as hydraulic conductivity, recovery, brine behaviour and grade variation over time, etc. and fluid flow simulation models in order to demonstrate that economic extraction can be justified.
Mining Method	Item 16: Mining Methods	Relevant information related to the design of the well field, infrastructure, pumping rate, brine body response to extraction, etc.

Sections 3.3 and 3.4 of NI 43-101 set out requirements for written disclosure about mineral projects, and are intended to ensure that disclosure of exploration information and mineral resource and reserve estimates are presented in context. Because a mineral brine project is a "mineral project" within the meaning of NI 43-101, disclosure about mineral brine projects must meet the requirements of Part 3.

Issuers and qualified persons should interpret the requirements of Part 3 as mandating disclosure of background information that is relevant to the exploration results or resource or reserve estimates being disclosed, even though the information may be specifically relevant only in the case of a mineral brine project.

We also think that issuers should include cautionary language with any scientific or technical information regarding a mineral brine project to emphasize the differences between such projects and traditional hard rock projects.

Questions

Questions may be referred to:

Jo-Anne Matear, Assistant Manager Tel: 416.593.2323 Email: jmatear@osc.gov.on.ca	**Michael Tang, Senior Legal Counsel** Tel: 416.593.2330 Email: mtang@osc.gov.on.ca
Craig Waldie, Senior Geologist Tel: 416.593.8308 Email: cwaldie@osc.gov.on.ca	**James Whyte, Senior Geologist** Tel: 416.593.2168 Email: jwhyte@osc.gov.on.ca

1.2 Notices of Hearing

1.2.1 Peter Beck et al.

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

AND

IN THE MATTER OF
PETER BECK, SWIFT TRADE INC. (continued as 7722656 Canada Inc.), BIREMIS, CORP., OPAL STONE FINANCIAL SERVICES S.A., BARKA CO. LIMITED, TRIEME CORPORATION and a limited partnership referred to as "ANGUILLA LP"

NOTICE OF HEARING
(Request for a Temporary Order)

WHEREAS on March 23, 2011, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and a Statement of Allegations in this matter pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**");

TAKE NOTICE THAT the Commission will hold a hearing pursuant to sections 127 of the Act at the offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room on September 20 and 21, 2011 at 10:00 a.m., or as soon thereafter as the hearing can be held:

TO CONSIDER whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(1), (4), (5), (6), (7) and (8) of the Act, for the Commission to issue a temporary order that:

(a) trading in any securities by Biremis, Corp. ("**Biremis**"), Opal Stone Financial Services S.A. ("**Opal Stone**"), and a limited partnership referred to as "Anguilla LP" ("**Anguilla LP**"), shall cease until the conclusion of the hearing or until such period as the Commission may order, pursuant to paragraph 2 of section 127(1);

(b) trading in any securities by any agents, employees, successors or assigns of any of Biremis, Opal Stone, or Anguilla LP, through the use of order management systems technology owned by Orbixa Management Services Inc. ("**Orbixa**"), including computer servers used by Orbixa that are currently located at 1 Yonge Street, Toronto, Ontario (such technology referred to as the "**ST Group Electronic Trading Platform**") shall cease until the conclusion of the hearing or until such period as the Commission may order, pursuant to paragraph 2 of section 127(1);

(c) trading by Peter Beck ("**Beck**"), or any companies or persons that are not individuals, of which Beck is an officer or director, or any entity that is otherwise an associate of Beck (within the meaning of the Act), through the use of the ST Group Electronic Trading Platform, shall cease until the conclusion of the hearing or until such period as the Commission may order, pursuant to paragraph 2 of section 127(1);

(d) any exemptions contained in Ontario securities law do not apply to Biremis, Opal Stone or Anguilla LP until the conclusion of the hearing or until such period as the Commission may order, pursuant to paragraph 3 of section 127(1); and

(e) such other orders as the Commission deems appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission dated March 23, 2011, the facts set out in materials to be filed, and such additional allegations and evidence as counsel may advise and the Commission may permit.

AND TAKE FURTHER NOTICE that any party to the proceedings may be represented by counsel at the hearing;

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

DATED at Toronto this 19th day of July, 2011.

"John Stevenson"
Secretary to the Commission

1.3 News Releases

1.3.1 Canadian Securities Regulators Seek Comment on Proposed Amendments to Prospectus Rules

FOR IMMEDIATE RELEASE
July 15, 2011

CANADIAN SECURITIES REGULATORS SEEK COMMENT
ON PROPOSED AMENDMENTS TO PROSPECTUS RULES

Calgary – Members of the Canadian Securities Administrators (CSA) have published for comment proposed amendments to National Instrument (NI) 41-101 *General Prospectus Requirements*, NI 44-101 *Short Form Prospectus Distributions*, NI 44-102 *Shelf Distributions*, NI 81-101 *Mutual Fund Prospectus Disclosure*, and related policies and consequential amendments.

The primary purpose of the proposed amendments is to amend the prospectus rules and their related companion policies to address user experience and the CSA's experience with the prospectus rules since the implementation of the general prospectus rule, NI 41-101, on March 17, 2008.

The proposed amendments are intended to:

- clarify certain provisions of the prospectus rules;
- address significant identified gaps in the prospectus rules;
- modify certain requirements in the prospectus rules to enhance their effectiveness;
- remove or streamline certain requirements in the prospectus rules that are burdensome for issuers and of limited utility for investors or securityholders; and
- codify prospectus relief that has been granted in the past.

The CSA is seeking written comments from investors and industry on the proposed amendments. To comment, please refer to the CSA Notice and Request for Comment announcing the proposed amendments to NI 41-101, NI 44-101, NI 44-102 and NI 81-101, which is available on CSA member websites. The comment period is open until October 14, 2011.

The CSA, the council of the securities regulators of Canada's provinces and territories, coordinates and harmonizes regulation for the Canadian capital markets.

For more information:

Mark Dickey
Alberta Securities Commission
403-297-4481

Sylvain Théberge
Autorité des marchés financiers
514-940-2176

Donn MacDougall
Northwest Territories
Securities Office
867-920-8984

Richard Gilhooley
British Columbia Securities Commission
604-899-6713

Carolyn Shaw-Rimmington
Ontario Securities Commission
416-593-2361

Ainsley Cunningham
Manitoba Securities Commission
204-945-4733

Wendy Connors-Beckett
New Brunswick Securities Commission
506-643-7745

Natalie MacLellan
Nova Scotia Securities Commission
902-424-8586

Jennifer Anderson
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306- 798-4160

Janice Callbeck
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Office of the Attorney General
902-368-6288

Doug Connolly
Financial Services Regulation Div.
Newfoundland and Labrador
709-729-2594

Ken Kilpatrick
Yukon Securities Registry
867-667-5466

Louis Arki
Nunavut Securities Office
867-975-6587

1.3.2 Canadian Securities Regulators Announce Results of Continuous Disclosure Reviews for Fiscal 2011

FOR IMMEDIATE RELEASE
July 15, 2011

CANADIAN SECURITIES REGULATORS ANNOUNCE RESULTS OF CONTINUOUS DISCLOSURE REVIEWS FOR FISCAL 2011

Montreal – The Canadian Securities Administrators (CSA) today published Staff Notice 51-334 *Continuous Disclosure Review Program Activities for the fiscal year ended March 31, 2011*, which summarizes the results of the CSA's continuous disclosure (CD) review program.

To assist reporting issuers in avoiding pitfalls the CSA continues to see in disclosure documents, Staff Notice 51-334 includes detailed examples of these common deficiencies found during the reviews of financial statements, Management's Discussion and Analysis (MD&A) and statements of Executive Compensation disclosure.

"The continuous disclosure review notice is a key part of the CSA's outreach to public companies to help them enhance their disclosure filings," said Bill Rice, Chair of the CSA and Chair and CEO of the Alberta Securities Commission. "Providing reliable and accurate disclosure is critical to fostering both investor confidence and efficient Canadian capital markets."

CSA members completed 1,351 CD reviews in fiscal 2011, comparable to 2010. The number of full reviews (436) conducted in fiscal 2011 decreased by 17 per cent from the previous year, while the number of issue-oriented reviews (915) increased by 11 per cent. The increase in issue-oriented reviews is due to International Financial Reporting Standards (IFRS) transition disclosure reviews, material contract filing requirement reviews and oil and gas technical disclosure reviews.

CSA members use a risk-based approach combined with a high-level screening system to select reporting issuers for CD reviews and to determine what type of review to conduct. This approach enables securities regulators to address areas of particular concern and to apply both qualitative and quantitative criteria in determining the level of review required. As market conditions change, the CD review program is adapted to incorporate new risk factors.

Upon completion of a CD review, CSA members classify the results to reflect the seriousness of the matters noted. Given the risk-based approach combined with a high-level screening system and focus on higher risk issuers, the outcomes are aligned with CSA expectations.

The results of this year's reviews are as follows:

- Four per cent of issuers were cease traded, placed on a default list or referred to Enforcement;
- 16 per cent of the reviews resulted in reporting issuers being required to amend or refile certain CD documents. This category of outcomes was made up largely of certain issue-oriented reviews, such as those completed on National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* and Form 51-102F6 *Statement of Executive Compensation*;
- 40 per cent of the reviews resulted in "prospective changes", requiring reporting issuers to make enhancements to their disclosure in future filings;
- 10 per cent of the reviews resulted in reporting issuers being alerted to specific areas where disclosure enhancements should be considered, as part of the CSA's effort to educate issuers; and
- 30 per cent of issuers were not required to make any changes or additional filings.

Excluding investment funds and issuers that have been cease-traded, there are approximately 4,100 active reporting issuers in Canada. These issuers are subject to regular full and issue-oriented reviews as part of the CSA CD review program.

CSA Staff Notice 51-334 is available on various CSA members' websites.

The CSA, the council of the securities regulators of Canada's provinces and territories, co-ordinates and harmonizes regulation for the Canadian capital markets.

For more information:

Sylvain Théberge
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514-940-2176

Mark Dickey
Alberta Securities Commission
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Richard Gilhooley
British Columbia Securities Commission
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Ainsley Cunningham
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Natalie MacLellan
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Janice Callbeck
PEI Securities Office
Office of the Attorney General
902-368-6288

Ken Kilpatrick
Yukon Securities Registry
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Donn MacDougall
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Securities Office
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Wendy Connors-Beckett
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Jennifer Anderson
Saskatchewan Financial Services Commission
306- 798-4160

Doug Connolly
Financial Services Regulation Div.
Newfoundland and Labrador
709-729-2594

Louis Arki
Nunavut Securities Office
867-975-6587

1.4 Notices from the Office of the Secretary

1.4.1 TBS New Media Ltd. et al.

FOR IMMEDIATE RELEASE
July 15, 2011

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

AND

IN THE MATTER OF
TBS NEW MEDIA LTD., TBS NEW MEDIA PLC,
CNF FOOD CORP., CNF CANDY CORP.,
ARI JONATHAN FIRESTONE AND MARK GREEN

TORONTO – The Commission issued a Temporary Order in the above named matter which provides that the Temporary Order, as amended by the July 12, 2010 order, is extended to August 18, 2011; and the Hearing is adjourned to August 17, 2011 at 10:00 a.m., or such other date and time as set by the Office of the Secretary and agreed upon by the parties.

A copy of the Temporary Order dated July 11, 2011 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Dylan Rae
Media Relations Specialist
416-595-8934

For investor inquiries:

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

1.4.2 Global Energy Group, Ltd. et al.

FOR IMMEDIATE RELEASE
July 15, 2011

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

AND

IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, HOWARD RASH,
MICHAEL SCHAUMER, ELLIOT FEDER,
VADIM TSATSKIN, ODED PASTERNAK,
ALAN SILVERSTEIN, HERBERT GROBERMAN,
ALLAN WALKER, PETER ROBINSON,
VYACHESLAV BRIKMAN, NIKOLA BAJOVSKI,
BRUCE COHEN AND ANDREW SHIFF

TORONTO – The Commission issued an Order in the above named matter which provides that the Temporary Order is extended against Rash until September 27, 2011, and that the hearing is adjourned to September 26, 2011, at 10:00 a.m., at which time Rash will have the opportunity to make submissions regarding any further extension of the Temporary Order against him.

A copy of the Order dated July 11, 2011 is available at **www.osc.gov.on.ca**.

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1.4.3 Global Energy Group, Ltd. et al.

FOR IMMEDIATE RELEASE
July 15, 2011

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

AND

IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, VADIM TSATSKIN,
MICHAEL SCHAUMER, ELLIOT FEDER,
ODED PASTERNAK, ALAN SILVERSTEIN,
HERBERT GROBERMAN, ALLAN WALKER,
PETER ROBINSON, VYACHESLAV BRIKMAN,
NIKOLA BAJOVSKI, BRUCE COHEN AND
ANDREW SHIFF

TORONTO – The Commission issued an Order in the above named matter which provides that the parties attend before the Commission on September 26, 2011 at 10:00 a.m. for a status hearing at the offices of the Commission, 20 Queen Street West, 17th Floor, Toronto, and for Harper's motion to sever, if she decides to proceed with her motion and does so in accordance with the Rules.

A copy of the Order dated July 11, 2011 is available at **www.osc.gov.on.ca**.

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1.4.4 Hillcorp International Services et al.

FOR IMMEDIATE RELEASE
July 18, 2011

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

AND

IN THE MATTER OF
HILLCORP INTERNATIONAL SERVICES,
HILLCORP WEALTH MANAGEMENT,
SUNCORP HOLDINGS, 1621852 ONTARIO LIMITED,
1694487 ONTARIO LIMITED, STEVEN JOHN HILL
AND DANNY DE MELO

TORONTO – Following the hearing held on July 15, 2011, the Commission issued an Order in the above named matter pursuant to subsection 127(1) of the Act in reliance upon subsection 127(10) of the Act.

A copy of the Order dated July 15, 2011 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
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1.4.5 Global Consulting and Financial Services et al.

FOR IMMEDIATE RELEASE
July 19, 2011

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

AND

IN THE MATTER OF
GLOBAL CONSULTING AND FINANCIAL SERVICES,
CROWN CAPITAL MANAGEMENT CORPORATION,
CANADIAN PRIVATE AUDIT SERVICE,
EXECUTIVE ASSET MANAGEMENT,
MICHAEL CHOMICA, PETER SIKLOS
(also known as PETER KUTI), JAN CHOMICA,
AND LORNE BANKS

TORONTO – The Commission issued a Temporary Order in the above named matter which provides that the Amended Temporary Order is extended to October 12, 2011 and the Hearing is adjourned to October 11, 2011 at 2:30 p.m., or such other date and time as set by the Office of the Secretary.

A copy of the Temporary Order dated July 15, 2011 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
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1.4.6 Nest Acquisitions and Mergers et al.

FOR IMMEDIATE RELEASE
July 19, 2011

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

AND

IN THE MATTER OF
NEST ACQUISITIONS AND MERGERS,
IMG INTERNATIONAL INC.,
CAROLINE MYRIAM FRAYSSIGNES,
DAVID PELCOWITZ, MICHAEL SMITH, AND
ROBERT PATRICK ZUK

TORONTO – Following the hearing held on June 27, 2011, the Commission issued an Order in the above named matter.

A copy of the Order dated June 27, 2011 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1.4.7 Peter Beck et al.

FOR IMMEDIATE RELEASE
July 19, 2011

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

AND

IN THE MATTER OF
PETER BECK, SWIFT TRADE INC. (continued as 7722656 Canada Inc.), BIREMIS, CORP., OPAL STONE FINANCIAL SERVICES S.A., BARKA CO. LIMITED, TRIEME CORPORATION and a limited partnership referred to as "ANGUILLA LP"

TORONTO – The Office of the Secretary issued a Notice of Hearing today setting the matter down to be heard on September 20 and 21, 2011 at 10:00 a.m. to consider whether it is in the public interest for the Commission to issue a Temporary Order pursuant to subsections 127(1), (4), (5), (6), (7) and (8) of the Act.

A copy of the Notice of Hearing dated July 19, 2011 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 AGF Investments Inc. et al.

Headnote

NP 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from requirement in section 2.1 of NI 81-101, Item 5(b) of Form 81-101F1, Item 2 and Item 4 of Form 81-101F3 to permit existing funds to preserve their respective start dates once continued as new classes of a mutual fund corporation further to an amalgamation – Exemption from sections 15.3(2), 15.6(a)(i), 15.6(b), 15.6(d), 15.8(2)(a), 15.8(3)(a) and 15.9(2)(d) of NI 81-102 to permit the continuing funds to use the performance data of the existing funds in sales communications and reports to securityholders – Exemption from section 4.4 of NI 81-106 and Items 3.1(1), 3.1(7), 3.1(8), 4.1(1), 4.1(2), 4.2(1), 4.2(2) and 4.3(1)(a) of Part B of Form 81-106F1 and Items 3(1) and 4 of Part C of Form 81-106F1 to permit the continuing funds to include in their annual and interim management reports of fund performance the financial highlights and past performance of the existing funds.

Upon amalgamation, portfolio assets of existing funds to continue as portfolio assets referable to the continuing funds – Continuing funds to have same investment objectives, investment strategies, management fees, portfolio investment manager, and, at effective date of amalgamation, same portfolio assets as the existing funds – Financial data of existing funds is significant information that can assist investors in making decision to purchase or hold shares of continuing funds.

Applicable Legislative Provisions

National Instrument 81-101 Mutual Fund Prospectus Disclosure, s. 6.1.
National Instrument 81-102 Mutual Funds, s. 19.1.
National Instrument 81-106 Investment Fund Continuous Disclosure, s. 17.1.

June 28, 2011

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

AND

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

AND

IN THE MATTER OF
AGF INVESTMENTS INC. (AGF),
AGF ALL WORLD TAX ADVANTAGE GROUP
LIMITED (AWTAG), ACUITY FUNDS LTD. (Acuity),
ACUITY CORPORATE CLASS LTD. (ACC),
AGF HIGH INCOME CLASS AND
AGF DIVERSIFIED INCOME CLASS
(collectively, the Filers)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction (the **Legislation**) granting an exemption from:

(a) Sections 15.3(2), 15.6(a)(i), 15.6(b), 15.6(d), 15.8(2)(a), 15.8(3)(a) and 15.9(2)(d) of National Instrument 81-102 – *Mutual Funds* (**NI 81-102**) to permit the Continuing Amalco Funds (as defined below) to use performance data of the Existing Funds (as defined below) in sales communications and reports to securityholders (collectively, the **Fund Communications**);

(b) Section 2.1 of National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* (**NI 81-101**) for the purposes of the relief requested from Form 81-101F1 – *Contents of Simplified Prospectus* (**Form 81-101F1**) and for the purposes of the relief requested from Form 81-101F3 – *Contents of Fund Facts Document* (**Form 81-101F3**);

(c) Item 5(b) of Part B of Form 81-101F1 to permit the new AGF High Income Class and the new AGF Diversified Income Class (collectively, **Continuing Amalco Funds**) to disclose the start dates of Acuity High Income Class and Acuity Diversified Income Class (collectively, the **Existing Funds**) as their respective start dates;

(d) Item 2 of Part 1 of Form 81-101F3 to permit the Continuing Amalco Funds to disclose the Date Fund Created dates of the respective Existing Funds as their Date Fund Created dates; and

(e) Item 4 of Part 1 of Form 81-101F3 to permit the Continuing Amalco Funds to use performance data of the Existing Funds in the Average return and Year-by-year returns,

(collectively, the **Exemption Sought**).

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

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

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

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, NI 81-101, NI 81-102 and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

The Filers

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

2. Each of Acuity Corporate Class Ltd. (**ACC**) and AGF All World Tax Advantage Group Limited (**AWTAG**) (together, the **Corporations**) is a multi-class mutual fund corporation incorporated under the laws of Ontario. ACC offers 4 classes of shares, including Acuity High Income Class and Acuity Diversified Income Class. AWTAG currently has designated 22 classes out of the 100 classes authorized for issuance.

3. Each of Acuity and AGF is a corporation incorporated under the laws of Ontario. AGF Management Limited recently acquired control of Acuity such that both AGF and Acuity are direct or indirect wholly owned subsidiaries of AGF Management Limited.

4. Each of the mutual fund classes of ACC and AWTAG, including Acuity High Income Class and Acuity Diversified Income Class, is a reporting issuer as defined in the securities legislation of each province and territory of Canada, operates in accordance with NI 81-102, and distributes its shares to the public pursuant to a simplified prospectus (**SP**) and annual information form (**AIF**).

5. Each of ACC and AWTAG held special meetings of shareholders in May 2011 and obtained the required approval for the Amalgamation.

6. For securities law purposes, each mutual fund is a separate share class.

The Amalgamation

7. ACC will amalgamate with AWTAG (the **Amalgamation**) and continue as one corporation known as AGF All World Tax Advantage Group Limited (**Amalco**).

8. The Amalgamation will be effected pursuant to an amalgamation agreement entered into between the Corporations as contemplated by section 174 of the *Business Corporations Act* (Ontario) (**OBCA**).

9. The Filers currently propose to effect the Amalgamation on or about October 1, 2011 (the **Effective Date**).

10. There are no comparable classes in AWTAG to Acuity High Income Class and Acuity Diversified Income Class. On the Amalgamation, each of the Existing Funds will become two new classes of Amalco, to be known as AGF High Income Class and AGF Diversified Income Class (the **Continuing Amalco Funds**).

11. Upon the Amalgamation, the portfolio assets of the Existing Funds will continue as portfolio assets referable to the Continuing Amalco Funds. The portfolio assets of each Amalco class will be maintained as a separate portfolio by Amalco for the exclusive benefit of the shareholders of such Amalco class. AGF will be the manager of Amalco as most of the classes of Amalco will be existing classes of AWTAG.

12. As a result, the merger by way of Amalgamation is not a merger of mutual funds as it is commonly understood since the Existing Funds will not terminate under the OBCA but will continue with the other classes of AWTAG as one corporation while remaining separate classes (funds) from other classes.

13. As the Existing Funds will continue as the Continuing Amalco Funds, each Series A and Series F share of the Existing Funds will be exchanged for Mutual Fund Series and Series F shares (each such series, a **Replacement Series**) of Continuing Amalco Funds on a one-for-one basis. The rights associated with each series will be identical in all respects to the rights formerly associated with the corresponding series of shares of the Existing Funds except that the voting rights will be enhanced. Upon the Amalgamation, for each share they held of an Existing Fund, shareholders will receive a share of the Replacement Series. The net asset value (**NAV**) of each such share of the Replacement Series will be equal to the NAV per share of the corresponding series of shares of the Existing Fund.

14. On the Effective Date, an amendment to AWTAG's SP and AIF will be filed relating to the Amalgamation and the Continuing Amalco Funds since AWTAG is effectively the continuing corporation. The classes of ACC will no longer be available as of such date pursuant to the ACC SP and AIF.

15. Following the Amalgamation, Amalco, including the Continuing Amalco Funds, will be a reporting issuer as defined in the securities legislation of each province and territory of Canada.

16. The Continuing Amalco Funds will be new funds and will not have any assets or liabilities and will not have their own performance data or information derived from financial statements (collectively, the **Financial Data**) as at the Effective Date.

17. In order for the merger by way of Amalgamation to be as seamless as possible for investors in the Existing Funds and the Continuing Amalco Funds, the Filers propose that:

    (a) the Continuing Amalco Funds' Fund Communications include the performance data of the Existing Funds;

    (b) Amalco's SP:

        (i) incorporate by reference the following financial statements and management reports of fund performance (**MRFPs**) of each Existing Fund (collectively, the **Existing Fund Disclosure**):

            1. the annual financial statements and MRFP for the year ended September 30, 2011, when available; and

            2. the interim financial statements and MRFP for the six months ended June 30, 2011;

            until such Existing Fund Disclosure is superseded by more current financial statements and MRFPs of the Continuing Amalco Funds; and

        (ii) states that the start date for each Replacement Series of the Continuing Amalco Funds is based upon the start date of the corresponding series of the respective Existing Funds.

(c) the Fund Facts Documents of each of the Replacement Series of the Continuing Amalco Funds:

(i) states that the Date Fund Created date for each Replacement Series of the Continuing Amalco Funds is based upon the Date Fund Created date of the corresponding series of the respective Existing Funds; and

(ii) includes the performance data of the Existing Funds.

18. The Financial Data of each series of the Existing Funds is significant information which can assist investors in determining whether to purchase or hold shares of the corresponding Replacement Series.

19. The Filers have filed a separate application for exemptive relief from certain provisions of National Instrument 81-106 – *Investment Fund Continuous Disclosure* (**NI 81-106**) to enable the Continuing Amalco Funds' to include in its annual and interim MRFPs Financial Data presented in the Existing Fund's annual MRFP for the year ended September 30, 2011 (**NI 81-106 Relief**).

Decision

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

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

(a) the Continuing Amalco Funds' Fund Communications include the performance data of the Existing Funds prepared in accordance with Part 15 of NI 81-102, including section 15(1) of NI 81-102;

(b) the Continuing Amalco Funds' simplified prospectus:

(i) incorporates by reference the Existing Fund Disclosure, until such Existing Fund Disclosure is superseded by more current financial statements and MRFPs of the Continuing Amalco Funds;

(ii) states that the start date for each Replacement Series is the start date of the corresponding series of the Existing Funds;

(iii) discloses the Amalgamation where the start date of each Replacement Series of the Continuing Amalco Funds is stated;

(c) the Fund Facts Documents of each of the Replacement Series of the Continuing Amalco Funds:

(i) states that the Date Fund Created date for each Replacement Series is the Date Fund Created date of the corresponding series of the Existing Funds;

(ii) includes the performance data of the Existing Funds prepared in accordance with Part 15 of NI 81-102, including section 15.9(1) of NI 81-102; and

(iii) discloses the Amalgamation where the Date Fund Created date of each Replacement Series of the Continuing Amalco Funds is stated; and

(d) the Continuing Amalco Funds prepare their respective MRFPs in accordance with the NI 81-106 Relief.

“Vera Nunes”
Manager, Investment Funds Branch

2.1.2 Tanzanian Royalty Exploration Corporation

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 44-101 Short Form Prospectus Distributions – Notice of intention to be qualified to file a short form prospectus – Relief from minimum 10-day period – Filer wants to file its short form prospectus less then 10 days after it files its notice of intention to file a short form prospectus – Filer has previously filed annual information forms – Filer has a current annual information form – Filer believed it was eligible to file a short form prospectus without first filing a notice under the transitional provisions in s. 2.8(4) – Filer could suffer significant prejudice if it has to delay filing its preliminary prospectus.

Applicable Legislative Provisions

National Instrument 44-101 Short Form Prospectus Distributions, s. 2.8(1), 8.1.

June 30, 2011

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

AND

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

AND

IN THE MATTER OF
TANZANIAN ROYALTY EXPLORATION
CORPORATION (the Filer)

DECISION

Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer (the Application) for a decision under the securities legislation of the Jurisdictions (the Legislation) that:

(a) the Filer be exempted from the requirement contained in section 2.8 of National Instrument 44-101 – *Short Form Prospectus Distributions* to file a notice declaring its intention to be qualified to file a short form prospectus (Notice of Intention) at least ten business days prior to the filing of its first preliminary short form prospectus (the Notice of Intention Relief); and

(b) the Application and this decision be held in confidence by the Decision Maker (the Confidentiality Relief).

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

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

(b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Representations

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

1. the Filer is a corporation incorporated under the *Business Corporations Act* (Alberta), with a head office in British Columbia;

2. the Filer's common shares are listed on the Toronto Stock Exchange under the symbol "TNX" and on the NYSE Amex Equities under the symbol "TRX";

3. the Filer is a reporting issuer in British Columbia, Ontario and Alberta; the Filer has filed the required continuous disclosure documents with the securities commissions or similar regulatory authorities in each of the Jurisdictions;

4. the Filer is not in default of the requirements of applicable securities legislation in the Jurisdictions;

5. the Filer is a foreign private issuer subject to reporting requirements under the *Securities Exchange Act of 1934* of the United States of America, as amended from time to time;

6. the Filer has filed an annual information form as required under applicable disclosure requirements since 2000; the Filer's most current annual information form is dated November 29, 2010;

7. subsection 2.8(1) of NI 44-101 provides that an issuer is not qualified to file a short form prospectus unless it has filed a Notice of Intention to be qualified to file a short form prospectus at least ten business days prior to the issuer filing its first preliminary short form prospectus; for the purposes of section 2.8, if, on December 29, 2005, an issuer had a current annual information form, the issuer is deemed to have filed a notice on December 14, 2005 declaring its intention to be qualified to file a short form prospectus pursuant to subsection 2.8(4) of NI 44-101;

8. the Filer believed that it was currently eligible to file a short form prospectus, without first filing a Notice of Intention, under the transitional provisions in subsection 2.8(4) of NI 44-101;

9. while the Filer did have an annual information form as at December 29, 2005, the Filer is not listed on Appendix A of CSA Notice 44-302, which lists issuers grandfathered under section 2.8 of NI 44-101;

10. the Filer is currently in discussions with an underwriter concerning a potential bought deal offering (the "Potential Offering") in Canada and the United States;

11. the underwriter has indicated to the Filer that there is a limited window of opportunity within which to launch the Potential Offering;

12. on June 24, 2011, the Filer, on reviewing the CSA Notice 44-302, Appendix A, and noticing that its name did not appear on the list of issuers with a "current AIF" on December 29, 2005, filed a Notice of Intention; in the absence of the Requested Relief, the Filer will not be qualified to file a preliminary short form prospectus until July 11, 2011; and

13. the Filer has been advised by the underwriter that the inability to file a preliminary short form prospectus until July 11, 2011 will preclude the Filer from taking advantage of the existing window of opportunity in the market, and that it is highly unlikely that the Potential Offering will proceed unless the preliminary short form prospectus can be filed sooner, thereby causing significant prejudice to the Filer.

Decision

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

The decision of the Decision Makers under the Legislation is that

(a) the Notice of Intention Relief is granted;

(b) the Confidentiality Relief is granted until the earlier of

(i) the date the Filer publicly announces the Potential Offering;

(ii) the date that a preliminary short form prospectus is filed in respect of the Potential Offering; and

(iii) the date that is 90 days from the date of this decision.

"Martin Eady"
Director, Corporate Finance
British Columbia Securities Commission

2.1.3 Mackenzie Financial Corporation

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 2.3(f), 2.3(h), 2.5(2)(a) and 2.5(2)(c) of National Instrument 81-102 Mutual Funds to permit mutual funds to invest in silver and to invest up to 10% of net assets in leveraged ETFs, inverse ETFs, gold ETFs, silver ETFs, leveraged gold ETFs and leveraged silver ETFs traded on Canadian or US stock exchanges, subject to 10 % total exposure in gold and silver, and certain conditions.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(f), 2.3(h), 2.5(2)(a), 2.5(2)(c), 19.1.

June 2, 2011

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(THE "JURISDICTION")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATION IN MULTIPLE JURISDICTION

AND

IN THE MATTER OF
MACKENZIE FINANCIAL CORPORATION
("MACKENZIE" or the "FILER")

DECISION

BACKGROUND

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**"):

1. exempting (the **Silver Exemption**) the existing and future mutual funds, managed by the Filer or an affiliate of the Filer and that are subject to National Instrument 81-102 *Mutual Funds* (**NI 81-102**) other than Mackenzie Universal Gold Bullion Class, Mackenzie Universal Precious Metals Fund, Mackenzie Universal World Precious Metals Class, Mackenzie Universal World Resource Class and money market funds (the **Existing Funds** and the **Future Funds**, respectively, together, the **Funds** and individually, a **Fund**) from the prohibitions contained in paragraphs 2.3(f) and 2.3(h) of NI 81-102 to permit each Fund to

   (a) purchase and hold silver,

   (b) purchase and hold a certificate that represents silver that is:

      (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate;

      (ii) of a minimum fineness of 999 parts per 1,000;

      (iii) held in Canada;

      (iv) in the form of either bars or waifers; and

      (v) if not purchased from a bank listed in Schedule I, II or III of the Bank Act (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a province or territory of Canada,

   (**Permitted Silver Certificates**)

(c) purchase, sell or use a specified derivative, the underlying interest of which is silver or a specified derivative of which the underlying interest is silver on an unlevered basis

(**Silver Derivatives**, which together with silver and Permitted Silver Certificates is hereinafter referred to as **Silver**);

2. exempting (the **ETF Exemption**) the Funds from the prohibitions contained in paragraphs 2.3(h), 2.5(2)(a) and 2.5(2)(c) of NI 81-102, to permit each Fund to purchase and hold securities of

(a) exchange-traded funds (**ETFs**) that seek to provide daily results that replicate the daily performance of a specified widely-quoted market index (the **ETF's Underlying Index**) by a multiple of 200% (**Leveraged Bull ETFs**) or an inverse multiple of 200% (**Leveraged Bear ETFs**, which together with Leveraged Bull ETFs are referred to collectively in this decision as **Leveraged ETFs**);

(b) ETFs that seek to provide daily results that replicate the daily performance of their Underlying Index by an inverse multiple of up to 100% (**Inverse ETFs**);

(c) ETFs that seek to replicate the performance of gold or silver or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis; and

(d) ETFs that seek to provide daily results that replicate the daily performance of gold or silver or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis (the **ETF's Underlying Gold or Silver Interest**), by a multiple of 200% (**Leveraged Gold ETFs** and **Leveraged Silver ETFs**, respectively),

(the ETFs referred to in paragraph 2.(c) above, Leveraged Gold ETFs and Leveraged Silver ETFs are referred to collectively in this decision as the **Gold and Silver ETFs**, which together with Leveraged ETFs and Inverse ETFs are referred to collectively in this decision as the **Underlying ETFs**); and

3. revoking the decision document granted by the principal regulator on January 13, 2009 (the **Previous Decision**) insofar as the Previous Decision applied to the Filer and the Funds (the **Revocation Relief**).

The Silver Exemption, the ETF Exemption, and the Revocation Relief are collectively, the **Exemption Sought**.

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

1. the Ontario Securities Commission is the principal regulator for this application; and

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

INTERPRETATION

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

REPRESENTATIONS

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

The Filer and the Funds

1. Mackenzie is a corporation organized under the laws of Canada and is registered as a portfolio manager and exempt market dealer in all provinces and territories of Canada and has applied for registration in Ontario as an investment fund manager. Mackenzie is also registered in Ontario under the *Commodity Futures Act* (Ontario) in the category of Commodity Trading Manager.

2. The head office of Mackenzie is located in Ontario.

3. The Filer or an affiliate of the Filer is the manager of each of the Existing Funds and will be the manager of each of the Future Funds. A Filer or an affiliate of the Filer is the portfolio manager of, or has appointed a portfolio manager for,

each of the Existing Funds, and will be the portfolio manager of, or will appoint a portfolio manager for, each of the Future Funds.

4. Each Existing Fund is and each Future Fund will be: (a) an open-ended mutual fund established under the laws of Canada or a Jurisdiction, (b) a reporting issuer under the laws of some or all of the Jurisdictions, and (c) governed by the provisions of NI 81-102.

5. Securities of each Existing Fund are, and securities of each Future Fund will be, qualified for distribution in some or all of the Jurisdictions under a simplified prospectus and annual information form prepared in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (**NI 81-101**) and filed with and receipted by the securities regulators in the applicable Jurisdictions.

6. Neither the Filer nor any of the Existing Funds is in default of securities legislation in the Jurisdictions.

Investments in Gold and Silver

7. In addition to investing in gold, the Funds propose to have the ability to invest in Silver.

8. To obtain exposure to gold or silver indirectly, the Filers intend to use specified derivatives the underlying interest of which is gold or silver and invest in the Gold and Silver ETFs (which together with gold, silver, permitted gold certificates and Permitted Silver Certificates are referred to collectively in this decision as **Gold and Silver Products**).

9. NI 81-102 allows mutual funds to purchase gold or permitted gold certificates or enter into a specified derivative the underlying interest of which is gold, in its recognition that gold is a fairly liquid commodity. The Filer is requesting a similar investment flexibility that would permit a Fund to make investments in silver, based on the same rationale applied for gold and its liquidity.

10. The Filer believes that the markets in gold and silver are highly liquid, and there are no liquidity concerns with permitting a Fund to invest in Gold and Silver Products.

11. Permitting a Fund to invest in Gold and Silver Products, will provide the portfolio manager additional flexibility to increase gains for the Fund in certain market conditions, which may have otherwise caused the Fund to have significant cash positions and therefore deter from its ability to achieve its investment objective.

12. If the investment in Gold and Silver Products represents a material change for any Existing Fund, the Filers will comply with the material change reporting obligations for that Fund.

13. Any investment by a Fund in Silver will be made in compliance with the custodian requirements in Part 6 of NI 81-102.

The Underlying ETFs

14. Each Leveraged ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed +/-200% of the corresponding daily performance of its Underlying Index.

15. Each Inverse ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed -100% of the corresponding daily performance of its Underlying Index.

16. Each Leveraged Gold ETF and Leveraged Silver ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Gold or Silver Interest will not exceed +200% of the corresponding daily performance of its Underlying Gold or Silver Interest.

17. In addition to investing in securities of ETFs that are “index participation units” as defined in NI 81-102 (**IPUs**), the Funds propose to have the ability to invest in the Underlying ETFs, whose securities are not IPUs.

18. The amount of the loss that can result from an investment by a Fund in an Underlying ETF will be limited to the amount invested by the Fund in securities of the Underlying ETF.

Investment in IPUs, the Underlying ETFs and Silver

19. Each Existing Fund is, and each Future Fund will be, permitted, in accordance with its investment objectives and investment strategies, to invest in Underlying ETFs and Silver.

20. The Underlying ETFs and Silver are attractive investments for the Funds as they provide an efficient and cost effective means of achieving diversification in addition to any investment in gold.

21. But for the Silver Exemption, paragraph 2.3(f) of NI 81-102 would prohibit a Fund from purchasing Silver.

22. But for the Silver Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from entering into Silver Derivatives.

23. But for the ETF Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from purchasing a Silver ETF or a Leveraged Silver ETF.

24. But for the ETF Exemption, paragraph 2.5(2)(a) of NI 81-102 would prohibit a Fund from purchasing or holding a security of an Underlying ETF, because the Underlying ETFs are not subject to both NI 81-102 and NI 81-101.

25. But for the ETF Exemption, paragraph 2.5(2)(c) of NI 81-102 would prohibit a Fund from purchasing or holding securities of some Underlying ETFs, because some Underlying ETFs will not be qualified for distribution in the local jurisdiction.

26. An investment by a Fund in securities of an Underlying ETF and/or Silver will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

27. The simplified prospectus of each Fund discloses, or will disclose the next time it is renewed after the date hereof, (i) in the Investment Strategy section of the prospectus, the fact that the Fund has obtained relief to invest in the Underlying ETFs and Silver,together with an explanation of what each Underlying ETF is, and (ii) the risks associated with investments in the Underlying ETFs and Silver.

DECISION

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

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

(a) the investment by a Fund in securities of an Underlying ETF and/or Silver is in accordance with the fundamental investment objectives of the Fund;

(b) the Fund does not sell short securities of an Underlying ETF;

(c) the securities of the Underlying ETFs are traded on a stock exchange in Canada or the United States;

(d) the securities of the Underlying ETFs are treated as specified derivatives for the purposes of Part 2 of NI 81-102;

(e) a Fund does not purchase securities of an Underlying ETF if, immediately after the purchase, more than 10% of the net assets of the Fund in aggregate, taken at market value at the time of the purchase, would consist of securities of Underlying ETFs;

(f) a Fund does not enter into any transaction if immediately after the transaction, more than 20% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of, in aggregate, securities of Underlying ETFs and all securities sold short by the Fund;

(g) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, more than 10% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of Gold and Silver Products; and

(h) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, the market value exposure to gold or silver through the Gold and Silver Products is more than 10% of the net assets of the Fund, taken at market value at the time of the transaction.

“Darren McKall”
Manager, Investment Funds Branch

2.1.4 Manulife Asset Management Limited (formerly Elliot & Page Limited)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 2.3(f), 2.3(h), 2.5(2)(a) and 2.5(2)(c) of National Instrument 81-102 – Mutual Funds to permit mutual fund to invest in silver and to invest up to 10% of net assets in leveraged ETFs, inverse ETFs, gold ETFs, silver ETFs, leveraged gold ETFs and leveraged silver ETFs traded on Canadian or US stock exchanges, subject to 10% exposure to gold and silver, and certain conditions.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(f), 2.3(h), 2.5(2)(a), 2.5(2)(c), 19.1.

July 11, 2011

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

AND

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

AND

IN THE MATTER OF
MANULIFE ASSET MANAGEMENT LIMITED
(formerly Elliot & Page Limited)
(the Manager or the Filer)

and

IN THE MATTER OF
THE MUTUAL FUNDS SUBJECT TO NATIONAL INSTRUMENT 81-102 MUTUAL FUNDS (NI 81-102)
THAT ARE NOW (the Existing Funds) OR IN THE FUTURE
(the Future Funds, together with the Existing Funds, the Funds)
MANAGED BY THE MANAGER OR AN AFFILIATE OR A SUCCESSOR OF THE MANAGER,
OTHER THAN "MONEY MARKET FUNDS" AS DEFINED IN NI 81-102

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for:

(a) an exemption (the **Silver Exemption**) relieving the Funds from the prohibitions contained in paragraphs 2.3(f) and 2.3(h) of NI 81-102 to permit each Fund to:

  (i) purchase and hold silver,

  (ii) purchase and hold a certificate that represents silver that is:

    (A) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate;

    (B) of a minimum fineness of 999 parts per 1,000;

    (C) held in Canada;

    (D) in the form of either bars or wafers; and

(E) if not purchased from a bank listed in Schedule I, II or III of the *Bank Act* (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a province or territory of Canada

(**Permitted Silver Certificates**)

(iii) purchase, sell or use a specified derivative, the underlying interest of which is silver or a specified derivative of which the underlying interest is silver on an unlevered basis

(**Silver Derivatives**, which together with silver and Permitted Silver Certificates are hereinafter referred to as **Silver**),

(b) an exemption (the **ETF Exemption**) relieving the Funds from the prohibitions contained in paragraphs 2.3(h), 2.5(2)(a) and 2.5(2)(c) of NI 81-102, to permit each Fund to purchase and hold securities of:

(i) exchange-traded funds (**ETFs**) that seek to provide daily results that replicate the daily performance of a specified widely-quoted market index (the **ETF's Underlying Index**) by a multiple of 200% (**Leveraged Bull ETFs**) or an inverse multiple of 200% (**Leveraged Bear ETFs**, which together with Leveraged Bull ETFs are referred to collectively in this decision as **Leveraged ETFs**);

(ii) ETFs that seek to provide daily results that replicate the daily performance of their Underlying Index by an inverse multiple of 100% (**Inverse ETFs**);

(iii) ETFs that seek to replicate the performance of gold or silver, or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis (**Gold and Silver ETFs**); and

(iv) ETFs that seek to provide daily results that replicate the daily performance of gold or silver or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis (the **ETF's Underlying Gold or Silver Interest**) by a multiple of 200% (**Leveraged Gold ETFs** and **Leveraged Silver ETFs, respectively)**

(Leveraged ETFs, Inverse ETFs, Gold and Silver ETFs, Leveraged Gold ETFs and Leveraged Silver ETFs are referred to collectively in this decision as the **Underlying ETFs**); and

(c) the revocation of the decision document granted by the principal regulator on August 6, 2010 (the **Previous Decision**) insofar as the Previous Decision applied to the Filer to be replaced in its entirety by the decision herein (the **Revocation Relief**).

The Silver Exemption and the ETF Exemption are together, the **Requested Relief**.

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

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

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-10**2) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon Territory and Nunavut (collectively with the Jurisdiction, the **Jurisdictions**).

Interpretation

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

Representations

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

The Manager and the Funds

1. The Manager is a corporation governed under the *Business Corporations Act* (Ontario) and has its head office located in Toronto, Ontario.

2. The Manager is registered in the categories of commodity trading manager, exempt market dealer, investment fund manager, mutual fund dealer and portfolio manager.

3. The Manager or an affiliate or a successor of the Manager is or will be the manager of each of the Funds.

4. Each Fund is, or will be a mutual fund organized and governed under the laws of a jurisdiction of Canada, is, or will be, a reporting issuer under the laws of some or all of the provinces and territories of Canada and is, or will be, governed by the provisions of NI 81-102.

5. Securities of each Fund are, have been, or will be, qualified for distribution in some or all of the provinces and territories of Canada under a simplified prospectus and annual information form filed with and receipted by the securities regulators in the applicable jurisdiction(s).

6. Neither the Manager nor any of the Existing Funds are in default of securities legislation in the Jurisdictions.

7. Upon obtaining the Requested Relief, the Funds will not rely on the Previous Decision.

Investments in Silver

8. In addition to investing in gold, the Funds propose to have the ability, in accordance with their investment objectives and investment strategies, to invest in Silver.

9. To obtain exposure to gold or silver indirectly, the Filer intends to use specified derivatives the underlying interest of which is gold or silver and invest in Gold and Silver ETFs, Leveraged Gold ETFs and Leveraged Silver ETFs (which together with gold, silver, permitted gold certificates and Permitted Silver Certificates are referred to collectively as **Gold and Silver Product**s).

10. The Filer considers that silver, like gold, is a viable alternative to holding cash or cash equivalents. Permitting the Funds to invest in Gold and Silver Products will provide the portfolio managers of the respective Funds additional flexibility to increase gains for the Funds in certain market conditions, which may have otherwise caused the Funds to have significant cash positions and therefore deter from its ability to achieve its investment objective.

11. The Filer believes that the markets in gold and silver are highly liquid, and there are no liquidity concerns with permitting a Fund to invest in Gold and Silver Products.

12. The Filer believes that the potential volatility or speculative nature of silver (or the equivalent in certificates or specified derivatives of which the underlying interest is silver) is no greater than that of gold, or of equity securities.

13. If the investment in Gold and Silver Products represents a material change for any Existing Fund, the Filer will comply with the material change reporting obligations for that Fund.

14. Any investment by a Fund in Silver will be made in compliance with the custodian requirements in Part 6 of NI 81-102.

Investment in Underlying ETFs

15. Each Fund is or will be permitted, consistent with its investment objectives, to invest in ETFs. In addition to investing in securities of ETFs that are "index participation units" as defined in NI 81-102 (**IPUs**), the Funds propose to have the ability to invest in the Underlying ETFs, whose securities are not IPUs.

16. Each Leveraged ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed +/-200% of the corresponding daily performance of its Underlying Index.

17. Each Inverse ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed -100% of the corresponding daily performance of its Underlying Index.

18. Each Leveraged Gold ETF and Leveraged Silver ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Gold or Silver Interest will not exceed +200% of the corresponding daily performance of its Underlying Gold or Silver Interest.

19. The amount of the loss that can result from an investment by a Fund in an Underlying ETF will be limited to the amount invested by the Fund in securities of the Underlying ETF.

Investment in the Underlying ETFs and Silver

20. Each Existing Fund is, and each Future Fund will be, permitted, in accordance with its investment objectives and investment strategies, to invest in Underlying ETFs and Silver.

21. The Underlying ETFs and Silver are attractive investments for the Funds, as they provide an efficient and cost effective means of achieving diversification in addition to any investment in gold.

22. But for the Silver Exemption, paragraph 2.3(f) of NI 81-102 would prohibit a Fund from purchasing Silver.

23. But for the Silver Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from entering into Silver Derivatives.

24. But for the ETF Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from purchasing a Silver ETF or a Leveraged Silver ETF.

25. But for the ETF Exemption, paragraph 2.5(2)(a) of NI 81-102 would prohibit a Fund from purchasing or holding securities of an Underlying ETF, because the Underlying ETFs are not subject to both NI 81-102 and NI 81-101.

26. But for the ETF Exemption, paragraph 2.5(2)(c) of NI 81-102 would prohibit a Fund from purchasing or holding securities of some Underlying ETFs, because some Underlying ETFs will not be qualified for distribution in local jurisdictions.

27. An investment by a Fund in the securities of an Underlying ETF and/or Silver will represent the business judgment of responsible persons uninfluenced by considerations other than the best interest of the Fund.

28. The simplified prospectus of each Fund discloses, or will disclose the next time it is renewed after the date hereof, (i) in the Investment Strategy section of the prospectus, the fact that the Fund has obtained relief to invest in the Underlying ETFs and Silver, together with an explanation of what each Underlying ETF is, and (ii) the risks associated with investments in the Underlying ETFs and Silver.

Decision

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

The decision of the principal regulator under the Legislation is that:

(1) the Revocation Relief is granted; and

(2) the Requested Relief is granted provided that:

(a) the investment by a Fund in securities of an Underlying ETF and/or Silver is in accordance with the fundamental investment objectives of the Fund;

(b) a Fund does not short sell securities of an Underlying ETF;

(c) the securities of the Underlying ETFs are traded on a stock exchange in Canada or the United States;

(d) the securities of the Underlying ETFs are treated as specified derivatives for the purposes of Part 2 of NI 81-102;

(e) a Fund does not purchase securities of an Underlying ETF if, immediately after the purchase, more than 10% of the net assets of the Fund in aggregate, taken at market value at the time of the purchase, would consist of securities of the Underlying ETFs;

(f) a Fund does not enter into any transaction if, immediately after the transaction, more than 20% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of, in aggregate, securities of Underlying ETFs and all securities sold short by the Fund;

(g) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, more than 10% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of Gold and Silver Products; and

(h) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, the market value exposure to gold or silver through the Gold and Silver Products is more than 10% of the net assets of the Fund, taken at market value at the time of the transaction.

"Raymond Chan"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.5 AGF Investments Inc. and Acuity Funds Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of fund merger of corporate funds pursuant to an amalgamation under paragraph 5.5(1)(b) of NI 81-102 – Approval required because mergers do not meet all criteria for pre-approval outlined in section 5.6 of NI 81-102 – Current simplified prospectus and financial statements of continuing funds not delivered to shareholders of corresponding existing funds because continuing funds will be new funds and will not have their own performance data – Continuing funds will have the same investment objectives, investment strategies, management fees, portfolio investment manager, and, at the effective date of the amalgamation, the same portfolio assets as the existing funds – Portfolio assets of existing funds to continue as portfolio assets referable to continuing funds upon amalgamation – Amalgamation may not technically constitute a wind-up of the existing funds – Proxy circular includes disclosure about the amalgamation and prospectus-like disclosure concerning the continuing funds. Approval of mutual fund trust mergers – approval required because mergers do not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – continuing funds have different investment objectives than terminating funds – certain mergers not a "qualifying exchange" or a tax-deferred transaction under Income Tax Act – securityholders of terminating funds provided with timely and adequate disclosure regarding the mergers.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6.

June 20, 2011

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

AND

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

AND

IN THE MATTER OF
AGF INVESTMENTS INC. (AGF)
ACUITY FUNDS LTD. (Acuity),

AND

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

AND

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

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the **Application**) from AGF and Acuity, the respective managers of each of the funds discussed below (AGF and Acuity together with the funds discussed below are hereinafter referred to as the **Filers**) for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for merger approvals (**Merger Approval**) pursuant to clause 5.5(1)(b) of National Instrument 81-102 – *Mutual Funds* (**NI 81-102**).

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

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

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

Interpretation

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

The following terms shall have the following meanings:

ACC	refers to Acuity Corporate Class Ltd.
Acuity Corporate Funds	refers, collectively, to the existing 4 classes of mutual fund shares of ACC available for purchase: Acuity All Cap 30 Canadian Equity Class. Acuity Natural Resources Class, Acuity High Income Class and Acuity Diversified Income Class
Acuity Trust Funds	refers, collectively, to the Merging Acuity Trust Funds and the Continuing Acuity Trust Funds
AGF Corporate Funds	refers to the designated existing 22 classes of mutual fund shares of AWTAG available for purchase
AGF Trust Funds	refers, collectively, to the Merging AGF Trust Funds and the Continuing AGF Trust Funds
Amalco	refers to the continued corporation (to be known as AGF All World Tax Advantage Group Limited) as a result of the Amalgamation of ACC and AWTAG
Amalco Corporate Funds	refers, collectively, to the continuing classes of Amalco as a result of the Amalgamation
Amalgamation	refers to the proposed amalgamation of ACC and AWTAG
AWTAG	refers to AGF All World Tax Advantage Group Limited, one of the corporations amalgamating
Circulars	refers to the management information circulars described in the Application
Continuing Acuity Trust Funds	refers, collectively, to Acuity Conservative Asset Allocation Fund (name to be changed to Acuity Pure Canadian Balanced Fund), Acuity All Cap 30 Canadian Equity Fund, and Acuity Growth & Income Fund
Continuing AGF Trust Funds	refers, collectively, to AGF Canadian Stock Fund, AGF Global Dividend Fund, AGF Canadian Money Market Fund, AGF Elements Global Portfolio, AGF Elements Growth Portfolio, AGF Elements Balanced Portfolio, and AGF Elements Yield Portfolio
Continuing Trust Funds	refers, collectively, to the Continuing Acuity Trust Funds and the Continuing AGF Trust Funds
IRC	refers to the independent review committee of a fund or funds
Merging Acuity Corporate Funds	refers to the 2 Acuity Corporate Funds (namely, Acuity All Cap 30 Canadian Equity Class and Acuity Natural Resource Class) that will be merging with the applicable Merging AGF Corporate Funds

Merging Acuity Trust Funds	refers, collectively, to Acuity Dividend Fund, Acuity Money Market Fund, Acuity Canadian Equity Fund, Acuity Global High Income Fund, Acuity Global Dividend Fund, Alpha Balanced Portfolio, Alpha Income Portfolio, Alpha Global Portfolio, and Alpha Growth Portfolio
Merging AGF Corporate Funds	refers to the 2 AGF Corporate Funds (namely, AGF Canadian Growth Equity Class and AGF Global Resources Class) that will be merging with the applicable Merging Acuity Corporate Funds
Merging AGF Trust Funds	refers, together, to AGF Pure Canadian Balanced Fund and AGF Canadian All Cap Equity Fund
Merging Trust Funds	refers, collectively, to the Merging Acuity Trust Funds and the Merging AGF Trust Funds
Merging Funds	refers, collectively, to the Merging AGF Corporate Funds, the Merging Acuity Corporate Funds, the Merging Acuity Trust Funds and the Merging AGF Trust Funds
OBCA	refers to the *Business Corporations Act* (Ontario)
Tax Act	refers to the *Income Tax Act* (Canada)

Representations

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

The Filers

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

2. Each of ACC and AWTAG is a multi-class mutual fund corporation incorporated under the laws of Ontario. ACC offers the Acuity Corporate Funds, and AWTAG offers the AGF Corporate Funds.

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

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

5. Each of Acuity and AGF is a corporation incorporated under the laws of Ontario. AGF Management Limited recently acquired control of Acuity such that both of AGF and Acuity are direct or indirect wholly owned subsidiaries of AGF Management Limited. AGF Management Limited received regulatory approval of the change of control in a decision dated January 31, 2011.

6. Acuity and AGF are the manager and trustee of each of the Acuity Trust Funds and AGF Trust Funds, respectively, and the manager of each of the Acuity Corporate Funds and AGF Corporate Funds, respectively.

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

8. ACC issued Class A and Class B shares to persons affiliated with Acuity, which have now been purchased by AGF Management Limited. Such shares will be redeemed or purchased immediately prior to the Amalgamation.

9. The funds (the **Funds**) proposed to be merged (the Proposed Mergers) are set forth below:

MERGING FUND	CONTINUING FUND
Proposed Corporate Fund Mergers and Continuations through Amalgamation	
Acuity All Cap 30 Canadian Equity Class and AGF Canadian Growth Equity Class	**Amalco Canadian Growth Equity Class (to be named "AGF Canadian Growth Equity Class")**
Acuity Natural Resource Class and AGF Global Resources Class	**Amalco Global Resources Class (to be named "AGF Global Resources Class")**
Acuity High Income Class	**Amalco High Income Class (to be named "AGF High Income Class")**
Acuity Diversified Income Class	**Amalco Diversified Income Class (to be named "AGF Diversified Income Class")**
Proposed Acuity Trust Fund Mergers	
Acuity Dividend Fund	**Acuity Growth & Income Fund**
Acuity Money Market Fund	**AGF Canadian Money Market Fund**
Acuity Canadian Equity Fund	**AGF Canadian Stock Fund**
Acuity Global High Income Fund	**AGF Global Dividend Fund**
Acuity Global Dividend Fund	**AGF Global Dividend Fund**
Alpha Balanced Portfolio	**AGF Elements Balanced Portfolio**
Alpha Income Portfolio	**AGF Elements Yield Portfolio**
Alpha Global Portfolio	**AGF Elements Global Portfolio**
Alpha Growth Portfolio	**AGF Elements Growth Portfolio**
Proposed AGF Trust Fund Mergers	
AGF Pure Canadian Balanced Fund	**Acuity Conservative Asset Allocation Fund (name to be changed to Acuity Pure Canadian Balanced Fund)**
AGF Canadian All Cap Equity Fund	**Acuity All Cap 30 Canadian Equity Fund**

10. Meetings of securityholders of all of the Merging Funds were held in May 2011 at which the Proposed Mergers were approved. All other approvals required by the OBCA in connection with the Proposed Corporate Fund Mergers were received.

11. Acuity and AGF will be responsible for the costs associated with the Proposed Mergers.

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

13. Press releases were issued, material change reports were filed and amendments to the relevant prospectuses and annual information forms were filed when a final decision to proceed with securityholder meetings was made.

14. The relevant notices of the meetings and Circulars were mailed to securityholders of the relevant Funds and filed on SEDAR in accordance with applicable securities legislation.

The Amalgamation and Proposed Corporate Fund Mergers

15. Subject to regulatory approval, ACC will amalgamate with AWTAG and continue as one corporation known as AGF All World Tax Advantage Group Limited.

16. The Amalgamation will be effected pursuant to an amalgamation agreement entered into between ACC and AWTAG as contemplated by section 174 of the OBCA.

17. Acuity and AGF have determined that the Proposed Corporate Fund Mergers will not be a material change to each of the Merging AGF Corporate Funds due to the small size of the applicable Merging Acuity Corporate Fund relative to the applicable Merging AGF Corporate Fund.

18. The Filers currently propose to effect the Amalgamation and Proposed Corporate Fund Mergers on or about October 1, 2011 (the **Amalgamation Effective Date**).

19. Pursuant to the Amalgamation, Acuity All Cap 30 Canadian Equity Class and Acuity Natural Resource Class are merging with AGF Canadian Growth Equity Class and AGF Global Resources Class, respectively, to form two Amalco Corporate Funds – which will also be known as AGF Canadian Growth Equity Class and AGF Global Resources Class. The other two Acuity Corporate Funds (Acuity High Income Class and Acuity Diversified Income Class) will essentially continue as Amalco Corporate Funds – to be known as AGF High Income Class and AGF Diversified Income Class. Similarly, all of the other 20 AGF Corporate Funds are simply continuing as Amalco Corporate Funds as part of the Amalgamation, and will retain their current fund names.

20. The portfolio assets of each Amalco Corporate Fund will be maintained as a separate portfolio by Amalco for the exclusive benefit of the shareholders of such Amalco Corporate Fund. AGF will be the manager of Amalco as most of the Amalco Corporate Funds will be existing AGF Corporate Funds (classes of AWTAG).

21. The Amalgamation will be a tax-deferred transaction pursuant to section 87 of the Tax Act.

22. Shareholders of ACC and AWTAG will be permitted to dissent from the Amalgamation pursuant to the provisions of the OBCA.

23. Shares of the Acuity Corporate Funds and AGF Corporate Funds will continue to be redeemable prior to the Amalgamation Effective Date.

Proposed Trust Fund Mergers

24. Acuity and AGF are proposing that there be mergers of the Merging Acuity Trust Funds and the Merging AGF Trust Funds with the relevant Continuing Trust Funds.

25. The Filers currently propose to effect the Proposed Trust Fund Mergers of the Merging Trust Funds and Continuing Trust Funds on or about August 26, 2011 (the **Trust Fund Mergers Effective Date**).

26. Acuity and AGF have determined that the Proposed Trust Fund Mergers will not be a material change to each of the Continuing Trust Funds due to the small size of the applicable Merging Trust Fund relative to the applicable Continuing Trust Fund.

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

Reasons for Merger Approval

28. The Filers require Merger Approval and cannot rely on section 5.6(1) of NI 81-102 for the following reasons:

    (a) a statutory amalgamation may not technically constitute a wind-up of the Merging Acuity Corporate Funds and the Merging AGF Corporate Funds;

    (b) the investment objectives of the Merging Acuity Corporate Funds and the Merging AGF Corporate Funds are not substantially similar;

    (c) certain of the Proposed Trust Fund Mergers are not tax deferred mergers;

(d) certain of the Merging Acuity Trust Funds and the Merging AGF Trust Funds do not have the same fees as the relevant Continuing Trust Funds;

(e) the investment objectives of certain Merging Acuity Trust Funds and Merging AGF Trust Funds are not substantially similar with those of the relevant Continuing Trust Funds; and

(f) the materials sent to securityholders of the Merging Funds did not include a copy of the current simplified prospectus of the Continuing Funds.

29. Although the investment objectives of some Merging Funds or method of implementation may not be substantially similar to the relevant Continuing Funds, they are nevertheless complementary.

30. Current Canadian tax laws do not permit the merger of a unit trust with a mutual fund trust and certain Proposed Mergers would cause a Continuing Fund to lose its material loss carry forwards if done on a tax deferred basis.

31. To the extent that the fees of certain Merging Funds are lower than those of the Continuing Funds, the fees will be grandfathered for all outstanding securities of such Merging Funds.

32. In the case of Acuity High Income Class and Acuity Diversified Income Class, only the Part A of the Continuing Fund prospectus was sent as these Acuity Corporate Funds are not really merging but becoming new classes of Amalco. In all other cases, a tailored prospectus of the Continuing Fund was sent in lieu of the current simplified prospectus.

33. Acuity and AGF believe that the Mergers will be beneficial to securityholders of each Fund for the following reasons:

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

(b) in the case of the Proposed Mergers involving Acuity High Income Class and Acuity Diversified Income Class, investors in the Merging Acuity Corporate Fund will become investors in Amalco which will provide investors with the opportunity to change mutual fund investments while deferring the realization of any capital gains on their investments;

(c) following the Proposed Mergers, each Continuing Fund except for AGF High Income Class and AGF Diversified Income Class will have more assets, thereby allowing for increased portfolio diversification opportunities; and

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

34. The Filers submit that investors will not be prejudiced in connection with the Proposed Mergers as:

(a) the information circular sent to securityholders in connection with a Proposed Merger provided sufficient information about the Proposed Merger to permit securityholders to make an informed decision about the Proposed Merger including the tax implications of the Proposed Merger, the differences between the Terminating Fund and the Continuing Fund and the Funds' IRC's recommendation that the Mergers achieve a fair and reasonable result for the Funds ;

(b) the information circular sent to securityholders in connection with a Proposed Merger prominently disclosed that securityholders can obtain the most recent interim and annual financial statements of the applicable Continuing Fund by accessing the SEDAR website at www.sedar.com, by accessing, as the case may be, AGF or Acuity's website, by calling AGF's or Acuity's toll-free telephone number, by faxing a request to AGF or Acuity or by contacting a dealer;

(c) upon request by a securityholder for financial statements of an applicable Continuing Fund, AGF or Acuity, as the case may be, made best efforts to provide the securityholder with the financial statements of the applicable Continuing Fund in a timely manner so that the securityholder can make an informed decision regarding a Proposed Merger;

(d) each applicable Continuing Fund and Merging Fund with respect to a Proposed Merger have an unqualified audit report in respect of their last completed financial period; and

(e) the meeting materials sent to securityholders in respect of a Proposed Merger, other than Acuity High Income Class and Acuity Diversified Income Class, included a tailored simplified prospectus consisting of:

(i) the current Part A of the simplified prospectus of the applicable Continuing Fund; and

(ii) the current Part B of the simplified prospectus of the applicable Continuing Fund;

(f) the meeting materials sent to securityholders in respect of the Acuity High Income Class and Acuity Diversified Income Class, included the current Part A of the simplified prospectus of the applicable Continuing Fund, but not the Part B as each Continuing Fund is in substance a continuation of Acuity High Income Class and Acuity Diversified Income Class respectively; and

(g) securityholders of the Merging Funds approved the Proposed Mergers at meetings held either on May 18 or May 31, 2011.

Decision

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

The decision of the principal regulator under the Legislation is that the Merger Approval is granted.

“Vera Nunes”
Manager, Investment Funds Branch

2.1.6 AGF Investments Inc. et al.

Headnote

NP 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from requirement in section 2.1 of NI 81-101, Item 5(b) of Form 81-101F1, Item 2 and Item 4 of Form 81-101F3 to permit existing funds to preserve their respective start dates once continued as new classes of a mutual fund corporation further to an amalgamation – Exemption from sections 15.3(2), 15.6(a)(i), 15.6(b), 15.6(d), 15.8(2)(a), 15.8(3)(a) and 15.9(2)(d) of NI 81-102 to permit the continuing funds to use the performance data of the existing funds in sales communications and reports to securityholders – Exemption from section 4.4 of NI 81-106 and Items 3.1(1), 3.1(7), 3.1(8), 4.1(1), 4.1(2), 4.2(1), 4.2(2) and 4.3(1)(a) of Part B of Form 81-106F1 and Items 3(1) and 4 of Part C of Form 81-106F1 to permit the continuing funds to include in their annual and interim management reports of fund performance the financial highlights and past performance of the existing funds.

Upon amalgamation, portfolio assets of existing funds to continue as portfolio assets referable to the continuing funds – Continuing funds to have same investment objectives, investment strategies, management fees, portfolio investment manager, and, at effective date of amalgamation, same portfolio assets as the existing funds – Financial data of existing funds is significant information that can assist investors in making decision to purchase or hold shares of continuing funds.

Applicable Legislative Provisions

National Instrument 81-101 Mutual Fund Prospectus Disclosure, s. 6.1.
National Instrument 81-102 Mutual Funds, s. 19.1.
National Instrument 81-106 Investment Fund Continuous Disclosure, s. 17.1.

June 28, 2011

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

AND

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

AND

IN THE MATTER OF
AGF INVESTMENTS INC. (AGF), AGF ALL WORLD
TAX ADVANTAGE GROUP LIMITED (AWTAG),
ACUITY FUNDS LTD. (Acuity), ACUITY
CORPORATE CLASS LTD. (ACC),
AGF HIGH INCOME CLASS AND
AGF DIVERSIFIED INCOME CLASS
(collectively, the Filers)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction (the **Legislation**) granting an exemption from the following provisions of the Legislation to enable the new AGF High Income Class and the new AGF Diversified Income Class (collectively, the **Continuing Amalco Funds**) to include in their annual and interim management reports of fund performance (**MRFPs**) the performance data and information derived from the financial statements (collectively, the **Financial Data**) of Acuity High Income Class and Acuity Diversified Income Class (collectively, the **Existing Funds**) that will be presented in the Existing Funds' annual MRFPs for the year ended September 30, 2011 (the **Existing Funds' 2011 annual MRFPs**):

(a) Section 4.4 of NI 81-106 for the purposes of the relief requested from Form 81-106F1 – *Contents of Annual and Interim Management Report of Fund Performance* ("**Form 81-106F1**") for the Continuing Amalco Funds;

(b) Items 3.1(1), 3.1(7), 3.1(8), 4.1(1) in respect of the requirement to comply with subsections 15.3(2) and 15.9(2)(d) of National Instrument 81-102 – *Mutual Funds* ("**N1 81-102**"), 4.1(2), 4.2(1), 4.2(2), and 4.3(1)(a) of Part B of Form 81-106F1 for the Continuing Amalco Funds; and

(c) Items 3(1) and 4 of Part C of Form 81-106F1 for the Continuing Amalco Funds,

(collectively, the **Exemption Sought**).

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

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

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

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, NI 81-102, NI 81-106 and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

The Filers

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

2. Each of Acuity Corporate Class Ltd. (**ACC**) and AGF All World Tax Advantage Group Limited (**AWTAG**) (together, the **Corporations**) is a multi-class mutual fund corporation incorporated under the laws of Ontario. ACC offers 4 classes of shares, including Acuity High Income Class and Acuity Diversified Income Class. AWTAG currently has designated 22 classes out of the 100 classes authorized for issuance.

3. Each of Acuity and AGF is a corporation incorporated under the laws of Ontario. AGF Management Limited recently acquired control of Acuity such that both AGF and Acuity are direct or indirect wholly owned subsidiaries of AGF Management Limited.

4. Each of the mutual fund classes of ACC and AWTAG, including Acuity High Income Class and Acuity Diversified Income Class, is a reporting issuer as defined in the securities legislation of each province and territory of Canada, operates in accordance with NI 81-102, and distributes its shares to the public pursuant to a simplified prospectus (**SP**) and annual information form (**AIF**).

5. Each of ACC and AWTAG held special meetings of shareholders in May 2011 and obtained the required approval for the Amalgamation.

6. For securities law purposes, each mutual fund is a separate share class.

The Amalgamation

7. Subject to regulatory approval, ACC will amalgamate with AWTAG (the **Amalgamation**) and continue as one corporation known as AGF All World Tax Advantage Group Limited (**Amalco**).

8. The Amalgamation will be effected pursuant to an amalgamation agreement entered into between the Corporations as contemplated by section 174 of the *Business Corporations Act* (Ontario) (**OBCA**).

9. The Filers currently propose to effect the Amalgamation on or about October 1, 2011 (the **Effective Date**).

10. There are no comparable classes in AWTAG to Acuity High Income Class and Acuity Diversified Income Class. Each of the Existing Funds will become two new classes of Amalco, to be known as AGF High Income Class and AGF Diversified Income Class (the **Continuing Amalco Funds**). The Existing Funds and the corresponding Continuing Amalco Funds will be substantially similar, with the Continuing Amalco Funds having the same investment objectives, investment strategies, management fees, portfolio investment manager, and, at the Effective Date of the Amalgamation, the same portfolio assets as the Existing Funds.

11. Upon the Amalgamation, the portfolio assets of the Existing Funds will continue as portfolio assets referable to the Continuing Amalco Funds. The portfolio assets of the Continuing Funds will be maintained as a separate portfolio by Amalco for the exclusive benefit of the shareholders of the Continuing Amalco Funds, as they are for the other classes of Amalco. AGF will be the manager of Amalco as most of the classes of Amalco will be existing classes of AWTAG.

12. Upon the Amalgamation, the portfolio assets referable to each series of shares of the Existing Funds will become referable to a corresponding series of shares of the Continuing Funds (each such series, a **Replacement Serie**s). The rights associated with each Replacement Series will be identical to the rights formerly associated with the corresponding series of shares of the Existing Funds except that the voting rights will be enhanced. Upon the Amalgamation, for each share they held of an Existing Fund, shareholders will receive a share of the Replacement Series. The net asset value (**NAV**) of each such share of the Replacement Series will be equal to the NAV per share of the corresponding series of shares of the Existing Fund.

13. The merger by way of Amalgamation is not a merger of mutual funds as it is commonly understood since the Existing Funds will not terminate under the OBCA but will continue with the other classes of AWTAG as one corporation while remaining separate classes (funds) from other classes.

14. Prior to the Amalgamation, the Existing Funds were operated in accordance with the requirements of National Instrument 81-102 and distributed their shares to the public pursuant to a prospectus and had been reporting issuers for at least 12 months.

15. On the Effective Date, an amendment to AWTAG's SP and AIF will be filed relating to the Amalgamation and the Continuing Amalco Funds since AWTAG is effectively the continuing corporation. The classes of ACC will no longer be available as of such date pursuant to the ACC SP and AIF.

16. Following the Amalgamation, Amalco, including the Continuing Amalco Funds, will be a reporting

issuer as defined in the securities legislation of each province and territory of Canada.

17. AWTAG has a September 30 year end and ACC has a December 31 year end. Acuity is proposing to change the financial year end of ACC, including the Existing Funds, to September 30, commencing with September 30, 2011. Year-end financial statements for ACC and AWTAG will be prepared for a year ended September 30, 2011 and management reports of fund performance (**MRFPs**) for such September 30, 2011 year-end.

18. Acuity filed the requisite notice under NI 81-106 on June 7, 2011 in connection with ACC's proposed change of financial year end.

19. The Continuing Amalco Funds will be new funds and will not have any assets or liabilities and will not have their own Financial Data as at the Effective Date.

20. In order for the merger by way of Amalgamation to be as seamless as possible for investors in the Existing Funds and the Continuing Amalco Funds, the Filers propose that:

    (a) the Existing Funds will prepare annual financial statements for the year ended September 30, 2011. The Existing Funds will file and deliver annual financial statements and an annual MRFP for their financial year ended September 30, 2011 within 90 days as required under NI 81-106; and

    (b) the Continuing Amalco Funds will prepare comparative interim and annual financial statements for 2012 under section 2.1 of NI 81-106 using the Existing Funds' annual financial statements for the year ended September 30, 2011. The Continuing Amalco Funds will file their first comparative interim financial statements within 60 days of March 31, 2012 as required under NI 81-106 compared against the interim financial statements of the Existing Funds as at March 31, 2011.

21. The Financial Data of each series of the Existing Funds is significant information which can assist investors in determining whether to purchase or hold shares of the corresponding Replacement Series.

22. The Filers have filed a separate application for exemptive relief from certain provisions of (a) NI 81-102 to permit the Continuing Amalco Funds to use performance data of the Existing Funds in sales communications and reports to securityholders (the **Fund Communications**) and (b) National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* and Form 81-101F1 – *Contents of Simplified Prospectus* and Form 81-101F3 *Contents of Fund Facts Document* to permit the Continuing Amalco Funds to disclose the start dates of the Existing Funds as their respective start dates (**NI 81-102 and NI 81-101 Relief**).

Decision

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

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

(a) the Existing Funds prepare annual financial statements under section 2.1 of NI 81-106 for the year ended September 30, 2011;

(b) the MRFP for each Replacement Series includes the Financial Data of the corresponding series of the Existing Funds and discloses the merger by way of Amalgamation for the relevant time periods; and

(c) the Continuing Amalco Funds prepare their simplified prospectuses and other Fund Communications in accordance with the NI 81-102 and NI 81-101 Relief.

"Vera Nunes"
Manager, Investment Funds Branch

2.1.7 7879717 Canada Inc. (formerly iWeb Group Inc.) – s. 1(10)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – 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).

July 15, 2011

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20, Place du Commerce
Verdun, Québec H3E 1Z6

Re: 7879717 Canada Inc. (formerly iWeb Group Inc.) (the "Applicant") – Application for a decision under the securities legislation of Québec, Ontario, Manitoba and Alberta (the "Jurisdictions") that the Applicant is not a reporting issuer

Dear Sir/Madam:

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 that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

(a) the outstanding securities of the Applicant, 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;

(b) no securities of the Applicant are traded on a marketplace as defined in Regulation 21-101 respecting Marketplace Operation;

(c) the Applicant 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; and

(d) 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's status as a reporting issuer is revoked.

"Alida Gualtieri"
Manager, Continuous Disclosure
Autorité des marchés financiers

2.1.8 IPICO Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer under applicable securities laws – requested relief granted.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(10)(a)(ii).
CSA Staff Notice 12-307 Applications for a Decision that an Issuer is not a Reporting Issuer.

July 19, 2011

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

AND

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

AND

IN THE MATTER OF
IPICO INC.
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) 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 all of the Jurisdictions (the **Exemptive Relief Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions for a co-ordinated review application:

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

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

Interpretation

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

Representations

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

1. The Filer is a corporation incorporated under the *Business Corporations Act* (Ontario).

2. The Filer's head and registered office is located at 4480 Harvester Road, Burlington, Ontario, L7L 4X2.

3. The Filer is a reporting issuer in each of the Jurisdictions.

4. On February 18, 2011, owing to insolvency, the Filer filed a proposal to its creditors under the *Bankruptcy and Insolvency Act* (Canada) (the **Proposal**). Under the Proposal, the Filer requested the approval of its creditors and the Ontario Superior Court of Justice to a reorganization of its debts and capital structure which would result in the cancellation of the Filer's outstanding common shares (the **Common Shares**) and Class A Preferred shares (being all of its outstanding shares) without any payment or compensation to holders of those shares, and Brookfield Asset Management Inc. (**Brookfield**) or an affiliate thereof subscribing for all of the new common shares of the Filer. The Proposal also called for all of the outstanding senior secured debt of the Filer to be extinguished and replaced by a new credit facility from Brookfield or an affiliate thereof.

5. On March 24, 2011, following prior approvals by the creditors of the Applicant and the Ontario Superior Court of Justice, the Filer completed its restructuring pursuant to the Proposal and Trilon Bancorp Inc., an affiliate of Brookfield, became the sole registered and beneficial owner of all of the outstanding securities of the Filer.

6. 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.

7. The Common Shares were previously listed on the TSX Venture Exchange (**TSXV**) under the symbol "RFD". The Common Shares were delisted from the TSXV effective as of the commencement of trading on April 8, 2011.

8. No securities of the Filer are traded on a "marketplace", as such term is defined in National Instrument 21-101 *Marketplace Operation*.

9. 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.

10. Due to the Filer's insolvency, the Filer was unable to pay for the preparation and audit of its annual financial statements for the year ended December 31, 2010, and therefore did not file and deliver on or before May 2, 2011 such financial statements and accompanying management's discussion and analysis, as required under NI 51-102 *Continuous Disclosure Obligations*, and the related certifications of such financial statements as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (the **Outstanding Annual Filings**). The Filer has also not filed and delivered when due its subsequent interim unaudited financial statements, accompanying management's discussion and analysis and related certifications for the interim period ended March 31, 2011 (the **Outstanding Interim Filings**). Other than with respect to its obligation to file and deliver the Outstanding Annual Filings and Outstanding Interim Filings, the Filer is not in default of any of its obligations under the Legislation as a reporting issuer.

11. The Filer does not intend to voluntarily surrender its status as a reporting issuer in British Columbia pursuant to BC Instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status* (the **BC Instrument**) in order to avoid the 10-day waiting period under the BC Instrument.

12. As the Filer is in default of certain filing obligations under the Legislation as described in paragraph 10 above, and is a reporting issuer in British Columbia, the Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* in order to apply for the Exemptive Relief Sought.

13. The Filer has no current intention to seek public financing by way of an offering of its securities in a jurisdiction in Canada.

14. Upon the granting of the Exemptive Relief Sought, the Filer will no longer be a reporting issuer or the equivalent in any jurisdiction in Canada.

Decision

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

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

"James Turner"
Commissioner
Ontario Securities Commission

"Wes M. Scott"
Commissioner
Ontario Securities Commission

2.1.9 Matrix Funds Management et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund merger – approval required because merger does not meet the criteria for pre-approval – difference in investment objectives and fees structure.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6(1)(a).

June 30, 2011

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

AND

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

AND

IN THE MATTER OF
MATRIX FUNDS MANAGEMENT
(A Division of Growth Works Capital Ltd.)
(the Filer)

AND

MATRIX DIVIDEND & INCOME FUND

AND

MATRIX CANADIAN GROWTH FUND

AND

MATRIX INTERNATIONAL EQUITY FUND

DECISION

Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) granting approval under subsection 5.5(1)(b) of National Instrument 81-102 *Mutual Funds* (NI 81-102) of the mergers of Matrix Dividend & Income Fund into Matrix Monthly Pay Fund; Matrix Canadian Growth Fund into Matrix Small Companies Fund and Matrix International Equity Fund into Matrix International Balanced Fund (the Mergers) (the Approvals Sought).

Matrix Dividend & Income Fund, Matrix Canadian Growth Fund and Matrix International Equity Fund are referred to as the Terminating Funds and each a Terminating Fund. Matrix Monthly Pay Fund, Matrix Small Companies Fund and Matrix International Balanced Fund are referred to as the Continuing Funds and each a Continuing Fund. The Terminating Funds and Continuing Funds are referred to as the Funds and individually as a Fund.

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

(a) the British Columbia Securities Commission is the principal regulator for this application;

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

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Representations

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

The Filer and the Funds

1. the Filer is a corporation incorporated under the *Canada Business Corporations Act* (R.S.C. 1985, c. C-44) with its head office located in Vancouver, British Columbia;

2. the Filer is the manager and trustee of the Funds; and the Filer is not in default of securities legislation in any of the provinces and territories of Canada;

3. each Fund was established pursuant to a declaration of trust under the laws of the Province of Ontario; each Fund is a mutual fund in each of the provinces and territories of Canada and offers Class A, F, I and O units under a simplified prospectus dated July 22, 2010, as amended (the Current Prospectus);

4. each Fund is a reporting issuer under the securities legislation of each of the provinces and territories of Canada and each of the Funds is not on the list of defaulting reporting issuers maintained under Canadian securities legislation and is not in default of securities legislation in any jurisdiction;

5. unless an exemption has been obtained, each of the Funds follows the standard investment restrictions and practices established under securities legislation;

6. the NAV for the units of each Fund is calculated on a daily basis on each day that the TSX is open for trading and units of each Fund are generally redeemable on a daily basis.

Details of the Merger

7. the Terminating Funds have complied with Part 11 of National Instrument 81-106 *Investment Fund Continuous Disclosure* in connection with the making of the decision to proceed with the Mergers by the board of directors of the Filer and copies of the press release, material change report and amendments to the simplified prospectus and annual information form of the Terminating Funds in respect of the Mergers have been filed on SEDAR under project numbers 01729111, 01733023 and 01596889;

8. subject to receipt of the required unitholder and securities regulatory approvals, it is expected that the Mergers will be effective on or about June 30, 2011;

9. the Filer referred the Mergers to the independent review committee of the Funds (the IRC) for its recommendation, and after reasonable inquiry, the IRC considered the conflict issues arising from the Mergers and determined that the Mergers achieve a fair and reasonable result for each of the Funds;

10. the Filer believes that the Mergers will be beneficial to the unitholders of the Terminating Funds for the following reasons:

    (a) unitholders of the applicable Terminating Fund and Continuing Fund may enjoy increased economies of scale and lower operating expenses (which are borne indirectly by unitholders) as part of the larger combined Continuing Fund;

    (b) the Mergers will eliminate the administrative and regulatory costs of operating the Terminating Funds as separate mutual funds;

(c) the combined Continuing Fund will have a portfolio of greater value than the Terminating Fund allowing for increased portfolio opportunities than the Terminating Funds currently enjoy and which may enhance the ability of the Continuing Fund to further its investment objectives;

(d) to the extent that securities in a Terminating Fund's portfolio are transferred to the Continuing Fund, there will be a savings in brokerage charges over a straight liquidation of those portfolio securities if the Terminating Fund was simply terminated; and

(e) each combined Continuing Fund, as a result of its increased size, will benefit from a more significant profile in the marketplace;

11. the result of each Merger will be that unitholders in each Terminating Fund will cease to be unitholders of a class of the Terminating Fund and will become unitholders of an equivalent class of the applicable Continuing Fund;

12. the portfolios and other assets of each Terminating Fund are currently, or will be at the effective date of the Mergers, acceptable to the portfolio advisor and consistent with the fundamental investment objectives of the applicable Continuing Fund;

13. the merger of each Terminating Fund into the applicable Continuing Fund is not contingent on any other merger and one or more Mergers may proceed even if one or more of the others is not approved by unitholders of the applicable Terminating Fund;

14. the transaction is a "qualifying exchange" within the meaning of section 132.2 of the *Income Tax Act* (R.S.C., 1985, c. 1 (5th Supp.);

15. unitholders of the Terminating Funds will be asked to approve the Mergers as required by subsection 5.1(f) and section 5.2 of NI 81-102; as required by section 5.4 of NI 81-102, a form of proxy, notice and management information circular in connection with the Mergers was mailed to unitholders of the Terminating Funds and filed on SEDAR on May 31, 2011 for a special meeting of unitholders scheduled for June 22, 2011, which was adjourned to June 29, 2011; the management information circular contains sufficient information about the Mergers (including the information required by subsection 5.6(f)(i) of NI 81-102) to permit unitholders to make an informed decision about the Mergers and contains a statement that unitholders of the Terminating Funds may obtain at no cost a copy of the annual information form, the most recent annual and interim financial statements and the most recent management reports of fund performance of the applicable Continuing Fund that have been made public by accessing the SEDAR website at www.sedar.com, accessing the Filer's website, by calling the Filer's toll free number or by emailing a request to the Filer. Unitholders of the Terminating Funds received a copy of the Current Prospectus with the Circular;

16. upon receipt of a request from a unitholder of a Terminating Fund for the annual information form or financial statements of the applicable Continuing Fund, the Filer will make best efforts to fulfill the request before the unitholder meeting held to approve the applicable Merger;

17. the Funds will bear none of the costs and expenses associated with the Mergers, including all brokerage expenses incurred in respect of any required sale of portfolio assets of the Terminating Funds; these costs and expenses will be borne by the Filer;

18. unitholders of the Terminating Funds will continue to have the right to redeem securities of the Terminating Funds up to the close of business on the business day immediately before the effective date of the Mergers;

19. no sales charges will be payable in connection with the purchase by the Terminating Funds of units of the Continuing Funds;

20. as soon as reasonably possible following the Mergers, the Terminating Funds will be wound up;

21. the Filer has concluded that pre-approval under section 5.6 of NI 81-102 is not available for the Mergers because:

(a) in respect of each Merger, the Terminating Fund and the Continuing Fund each have a different fee structure; and

(b) in respect of each Merger, the fundamental investment objective of the Terminating Fund is not, or may be considered not to be, "substantially similar" to the current fundamental investment objective of the Continuing Fund; and

22. the Filer has complied, and will continue to comply, with all applicable legal and regulatory requirements in effecting the Mergers, including obtaining all requisite unitholder approvals for the Mergers.

Decision

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

The decision of the Decision Makers under the Legislation is that the Approvals Sought are granted so long as:

(a) the management information circular sent to unitholders in connection with the Mergers provides sufficient information about the Mergers to permit unitholders to make an informed decision; and

(b) each applicable Terminating Fund and Continuing Fund have an unqualified audit report in respect of their last completed period.

"Martin Eady, CA"
Director, Corporate Finance
British Columbia Securities Commission

2.1.10 AltaGas Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief applications in Multiple Jurisdictions – relief from the requirement that financial statements be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises to permit an issuer, who is not an SEC Issuer, to prepare its financial statements in accordance with U.S. GAAP for its financial years that begin on or after 1 January 2012 but before 1 January 2015.

Applicable Legislative Provisions

National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency.

Citation: AltaGas Ltd., Re, 2011 ABASC 362

July 4, 2011

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

AND

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

AND

IN THE MATTER OF
ALTAGAS LTD.
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Filer from the requirements under subsection 3.2(1) of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards* (**NI 52-107**) that financial statements be prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises and disclose an unreserved statement of compliance with IFRS or International Accounting Standard 34 *Interim Financial Reporting*, as applicable (the **Exemption Sought**) to permit the Filer to prepare its financial statements in accordance with United States generally accepted accounting principles (**U.S. GAAP**) for its financial years that begin on or after 1 January 2012 but before 1 January 2015.

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

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

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador (the **Passport Jurisdictions**); and

(c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102, National Instrument 51-102 *Continuous Disclosure Obligations* or NI 52-107 have the same meaning if used in this decision, unless otherwise defined herein.

Representations

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

1. The Filer is a corporation formed by amalgamation under the laws of Canada on 1 July 2010. The head office of the Filer is in Calgary, Alberta.

2. The Filer is a reporting issuer or equivalent in the Jurisdictions and each of the Passport Jurisdictions and is not in default of securities legislation in any jurisdiction.

3. The Filer is not an SEC issuer.

4. The Filer has “activities subject to rate regulation”, as defined in the Handbook.

5. As a “qualifying entity” for the purposes of section 5.4 of NI 52-107, the Filer is permitted by that provision to prepare its financial statements for its financial year commencing 1 January 2011 and ending 31 December 2011 in accordance with Canadian GAAP – Part V of the Handbook.

6. Were the Filer an SEC issuer, it would be permitted by section 3.7 of NI 52-107 to file its financial statements prepared in accordance with U.S. GAAP, which accords treatment of “activities subject to rate regulation” similar to that under Canadian GAAP – Part V.

Decision

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

7. The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that:

   (a) for its financial years commencing on or after 1 January 2012 but before 1 January 2015 and interim periods therein, the Filer files its financial statements in accordance with U.S. GAAP; and

   (b) information for comparative periods presented in the financial statements referred to in paragraph (a) is prepared in accordance with U.S. GAAP.

8. The Exemption Sought will terminate in respect of the Filer's financial statements for annual and interim periods commencing on or after the earlier of:

   (a) 1 January 2015; and

   (b) the date on which the Filer ceases to have "activities subject to rate regulation" as defined in the Handbook as at the date of this decision.

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

2.1.11 Far West Mining Ltd. – s. 1(10)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer.

Applicable Legislative Provisions

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

July 19, 2011

Far West Mining Ltd.
c/o Blake, Cassels & Graydon LLP
595 Burrard Street, P.O. Box 49314
Suite 2600, Three Bentall Centre
Vancouver, British Columbia
Canada, V7X 1L3

Dear Sirs/Mesdames:

Re: Far West Mining Ltd. (the Applicant) – application for a decision under the securities legislation of Ontario and Alberta (the Jurisdictions) that the Applicant is not a reporting Issuer

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 that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

(a) the outstanding securities of the Applicant, 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;

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

(c) the Applicant 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; and

(d) 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 not a reporting issuer.

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

2.1.12 The Skor Food Group Inc. – s. 1(10)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer.

Applicable Legislative Provisions

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

July 19, 2011

The Skor Food Group Inc.
10 Ronrose Drive
Vaughan, Ontario
L4K 4R3

Dear Sir/ Madam:

Re: The Skor Food Group Inc. (the Applicant) – application for a decision under the securities legislation of Ontario and Alberta (the Jurisdictions) that the Applicant is not a reporting Issuer

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 that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

(a) the outstanding securities of the Applicant, 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;

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

(c) the Applicant 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; and

(d) 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 not a reporting issuer.

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

2.1.13 Marsulex Inc. – s. 1(10)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer deemed to no longer be a reporting issuer under securities legislation.

Applicable Legislative Provisions

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

July 20, 2011

Marsulex Inc.
111 Gordon Baker Road, Suite 300
Toronto, Ontario M2H 3R1

Dear Sirs/Madames:

Re: Marsulex Inc. (the Applicant) – application for a decision under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland (the Jurisdictions) that the Applicant is not a reporting issuer.

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 that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

(a) the outstanding securities of the Applicant, 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;

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

(c) the Applicant 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; and

(d) 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 not a reporting issuer.

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

2.2 Orders

2.2.1 Galahad Metals Inc. – s. 144

Headnote

Temporary issuer cease-trade order revoked where the issuer has remedied its default in respect of disclosure requirements under the Act.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127(1)2, 127(5), 144.

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

AND

IN THE MATTER OF
GALAHAD METALS INC.

ORDER
(Section 144)

WHEREAS the securities of Galahad Metals Inc. (the Reporting Issuer) are subject to a temporary cease trade order made by the Director on July 5, 2011 under paragraph 2 of subsection 127(1) and subsection 127(5) of the Act (the Temporary Order), directing that all trading in and acquisitions of the securities of the Reporting Issuer, whether direct or indirect, cease for a period of fifteen days from the date of the Temporary Order;

AND WHEREAS the Reporting Issuer has applied to the Ontario Securities Commission (the Commission) pursuant to section 144 of the Act (the Application) for a revocation of the Temporary Order;

AND UPON the Reporting Issuer having represented to the Commission that:

1. The Reporting Issuer's predecessor corporation was incorporated under the *Business Corporations Act* (Ontario) on September 1, 2000, with articles of amendment having been filed on September 3, 2002 and January 1, 2009.

2. The Reporting Issuer is a reporting issuer under the securities legislation of the Provinces of British Columbia, Alberta, Saskatchewan, Ontario, Quebec, New Brunswick and Nova Scotia.

3. The authorized share capital of the Reporting Issuer consists of:

   a. an unlimited number of preferences shares, of which no preference shares are issued and outstanding; and,

   b. an unlimited number of common shares, of which approximately 51,222,880 common shares are issued and outstanding to 1,361 registered shareholders as of the date hereof.

   Other than the foregoing preference shares and common shares, the Reporting Issuer has no securities, including debt securities, outstanding.

4. The Temporary Order was issued as a result of the Reporting Issuer's failure to file its interim financial statements, management's discussion and analysis and certifications for the interim period ending March 31, 2011 (collectively, the interim filings).

5. The Autorité des marches financiers also issued a cease trade order dated July 5, 2011 relating to failure to file the interim filings.

6. On July 6, 2011, the Reporting Issuer filed on SEDAR the interim filings.

7. Except for the Temporary Order, the Reporting Issuer is not in default of any requirement of the Act or the rules or regulation made under the Act.

8. The Reporting Issuer's SEDAR profile and SEDI issuer profile supplement are current and accurate.

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

AND UPON the Director being satisfied that it would not be prejudicial to the public interest to revoke the Temporary Order;

IT IS ORDERED, under section 144 of the Act, that the Temporary Order is revoked.

DATED this 14th day of July, 2011.

"Lisa Enright"
Manager, Corporate Finance Branch

2.2.2 TBS New Media Ltd. et al. – ss. 127(7), 127(8)

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

AND

IN THE MATTER OF
TBS NEW MEDIA LTD., TBS NEW MEDIA PLC,
CNF FOOD CORP., CNF CANDY CORP.,
ARI JONATHAN FIRESTONE AND MARK GREEN

TEMPORARY ORDER
(Subsections 127(7) & 127(8))

WHEREAS on June 29, 2010, the Ontario Securities Commission (the "Commission") issued a temporary order (the "Temporary Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering the following:

(i) that all trading in the securities of TBS New Media Ltd. ("TBS"), TBS New Media PLC ("TBS PLC"), CNF Food Corp. ("CNF Food") and CNF Candy Corp. ("CNF Candy") shall cease;

(ii) that TBS, TBS PLC, CNF Food, CNF Candy, Ari Jonathan Firestone ("Firestone") and Mark Green ("Green"), collectively the "Respondents", cease trading in all securities; and

(iii) that any exemptions contained in Ontario securities law do not apply to TBS, TBS PLC, CNF Food, CNF Candy, Firestone and Green;

AND WHEREAS on June 29, 2010, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on July 5, 2010, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on July 12, 2010 at 10:00 a.m.;

AND WHEREAS the Notice of Hearing set out that the hearing (the "Hearing") was to consider, amongst other things, whether in the opinion of the Commission it was in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until the conclusion of the Hearing, or until such further time as considered necessary by the Commission;

AND WHEREAS on July 12, 2010, a hearing was held before the Commission at which counsel for Staff of the Commission ("Staff") and counsel for the Respondents, other than Green, attended;

AND WHEREAS on July 12, 2010, Staff provided the Commission with the Affidavit of Dale Victoria Grybauskas, sworn on July 9, 2010, describing the attempts of Staff to serve the Respondents with copies of the Temporary Order, the Notice of Hearing and the Affidavit of Stephen Carpenter;

AND WHEREAS on July 12, 2010, the Commission was satisfied that Staff had properly served or attempted to serve the Respondents with copies of the Temporary Order, the Notice of Hearing and the Affidavit of Stephen Carpenter;

AND WHEREAS on July 12, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that satisfactory information had not been provided to it by the Respondents and the Commission was of the opinion that it was in the public interest to extend the Temporary Order, subject to an amendment of the Temporary Order for the benefit of Firestone;

AND WHEREAS Staff did not object to amending the Temporary Order, as submitted by counsel for Firestone;

AND WHEREAS on July 12, 2010, the Commission ordered that the Temporary Order be amended by including a paragraph as follows: Notwithstanding the provisions of this order, Firestone is permitted to trade, solely through a registered dealer or, as appropriate, a registered dealer in a foreign jurisdiction (which dealer must be given a copy of this order) in (a) any "exchange-traded security" or "foreign exchange-traded security" within the meaning of National Instrument 21-101 provided that he does not own beneficially or exercise control or direction over more than 5 percent of the voting or equity securities of the issuer(s) of any such securities; or (b) any security issued by a mutual fund that is a reporting issuer; and provided that Firestone provides Staff with the particulars of the accounts in which such trading is to occur (as soon as practicable before any trading in such accounts occurs) including the name of the registered dealer through which the trading will occur and the account numbers, and Firestone shall instruct the registered dealer to provide copies of all trade confirmation notices with respect to trading in the accounts directly to Staff at the same time that such notices are provided to him;

AND WHEREAS pursuant to subsections 127(7) and (8) of the Act, the Commission ordered that the Temporary Order, as amended by the July 12, 2010 order, be extended to September 9, 2010;

AND WHEREAS on September 3, 2010, the Office of the Secretary issued a Notice of Hearing accompanied by a Statement of Allegations setting the matter down to be heard on September 8, 2010 at 10:00 a.m.;

AND WHEREAS on September 8, 2010, a hearing was held before the Commission at which counsel

for Staff and counsel for the Respondents, other than Green, attended;

AND WHEREAS at the hearing on September 8, 2010, a pre-hearing conference in this matter was set down for October 21, 2010;

AND WHEREAS on September 8, 2010, counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone consented to an extension of the Temporary Order to October 22, 2010;

AND WHEREAS on September 8, 2010, the Commission extended the Temporary Order, as amended by the July 12, 2010 order, to October 22, 2010 and an order to such effect was issued by the Commission on September 10, 2010;

AND WHEREAS on September 9, 2010, an Amended Statement of Allegations was issued;

AND WHEREAS on October 21, 2010, a hearing was held before the Commission which counsel for Staff attended, but no one attended on behalf of any of the Respondents;

AND WHEREAS on October 21, 2010, Staff informed the Commission that counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone consented to a further extension of the Temporary Order, as amended by the July 12, 2010 order, by email dated October 19, 2010;

AND WHEREAS by order dated October 22, 2010, the Commission extended the Temporary Order, as amended by the July 12, 2010 order, to December 7, 2010;

AND WHEREAS on December 6, 2010, a hearing was held before the Commission which counsel for Staff attended, but no one attended on behalf of any of the Respondents;

AND WHEREAS on December 6, 2010, Staff informed the Commission that counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone consented to a further extension of the Temporary Order, as amended by the July 12, 2010 order;

AND WHEREAS by order dated December 6, 2010, the Commission extended the Temporary Order, as amended by the July 12, 2010 order, to February 9, 2011;

AND WHEREAS on February 8, 2011, a hearing was held before the Commission which counsel for Staff attended, but no one attended on behalf of any of the Respondents;

AND WHEREAS on February 8, 2011, Staff informed the Commission that counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone consented to a further extension of the Temporary Order, as amended by the July 12, 2010 order;

AND WHEREAS by order dated February 8, 2011, the Commission extended the Temporary Order, as amended by the July 12, 2010 order, to March 14, 2011;

AND WHEREAS on March 11, 2011, a hearing was held before the Commission which counsel for Staff attended, but no one attended on behalf of any of the Respondents;

AND WHEREAS on March 11, 2011, Staff informed the Commission that counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone did not oppose a further extension of the Temporary Order, as amended by the July 12, 2010 order;

AND WHEREAS the Commission ordered that the Temporary Order, as amended by the July 12, 2010 order, be extended to May 18, 2011 and that the Hearing be adjourned to May 17, 2011 at 10:00 a.m.;

AND WHEREAS on May 17, 2011, a hearing was held before the Commission which counsel for Staff attended, but no one attended on behalf of any of the Respondents;

AND WHEREAS the Commission was satisfied that counsel for TBS, TBS PLC, CNF Food, CNF Candy and Firestone was properly served with notice of the hearing;

AND WHEREAS Staff requested that the Temporary Order, as amended by the July 12, 2010 order, be extended;

AND WHEREAS the Commission ordered that the Temporary Order, as amended by the July 12, 2010 order, be extended to July 12, 2011 and that the Hearing be adjourned to July 11, 2011 at 11:30 a.m. and an order to such effect was issued by the Commission on May 20, 2011;

AND WHEREAS on July 11, 2011, counsel for Staff and counsel for Firestone, TBS, TBS PLC, CNF Candy and CNF Food attended before the Commission and submissions were made regarding the deferral of the matter for one month;

AND WHEREAS no one appeared on behalf of Green;

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

IT IS ORDERED that the Temporary Order, as amended by the July 12, 2010 order, is extended to August 18, 2011;

IT IS FURTHER ORDERED that the Hearing is adjourned to August 17, 2011 at 10:00 a.m., or such other date and time as set by the Office of the Secretary and agreed upon by the parties.

DATED at Toronto this 11th day of July, 2011.

“Christopher Porter”

2.2.3 Global Energy Group, Ltd. et al. – ss. 127(7), 127(8)

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

AND

**IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, HOWARD RASH,
MICHAEL SCHAUMER, ELLIOT FEDER,
VADIM TSATSKIN, ODED PASTERNAK,
ALAN SILVERSTEIN, HERBERT GROBERMAN,
ALLAN WALKER, PETER ROBINSON,
VYACHESLAV BRIKMAN, NIKOLA BAJOVSKI,
BRUCE COHEN AND ANDREW SHIFF**

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

WHEREAS on July 10, 2008, the Ontario Securities Commission (the "Commission") issued 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 all trading by Global Energy Group, Ltd. ("Global Energy") and the New Gold Limited Partnerships (the "New Gold Partnerships") (together, the "Corporate Respondents") and their officers, directors, employees and/or agents in securities of the New Gold Partnerships shall cease (the "First Temporary Order");

AND WHEREAS on July 10, 2008, the Commission ordered that the First Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on July 15, 2008, the Commission issued a Notice of Hearing to consider, among other things, the extension of the First Temporary Order, such hearing to be held on July 23, 2008 at 11:00 a.m.;

AND WHEREAS the Notice of Hearing sets out that the hearing is to consider, *inter alia*, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the First Temporary Order until such time as considered necessary by the Commission;

AND WHEREAS a hearing was held on July 23, 2008 at 11:00 a.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

AND WHEREAS on July 23, 2008, the First Temporary Order was continued until August 6, 2008 and the hearing in this matter was adjourned until August 5, 2008 at 3:00 p.m. on consent of Staff and counsel for Global Energy;

AND WHEREAS a hearing was held on August 5, 2008 at 3:00 p.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

AND WHEREAS on August 5, 2008, the First Temporary Order was continued until December 4, 2008 and the hearing in this matter was adjourned until December 3, 2008 at 10:00 a.m. on consent of Staff and counsel for Global Energy;

AND WHEREAS on December 3, 2008, on the basis of the record for the written hearing and on consent of Staff and counsel for Global Energy, a Panel of the Commission ordered that the First Temporary Order be extended until June 11, 2009 and that the hearing in this matter be adjourned to June 10, 2009, at 10:00 a.m.;

AND WHEREAS on June 10, 2009, Staff advised the Commission that Victor Tsatskin, a.k.a. Vadim Tsatskin ("Tsatskin"), an agent of Global Energy, would not be attending the hearing and was not opposed to Staff's request for the extension of the First Temporary Order and no counsel had communicated with Staff on behalf of the New Gold Partnerships;

AND WHEREAS on June 10, 2009, on hearing the submissions of Staff, a Panel of the Commission ordered that the First Temporary Order be extended until October 9, 2009 and that the hearing in this matter be adjourned to October 8, 2009, at 10:00 a.m.;

AND WHEREAS on October 8, 2009, on hearing the submissions of Staff, a Panel of the Commission ordered that the First Temporary Order be extended until March 11, 2010 and that the hearing in this matter be adjourned to March 10, 2010, at 10:00 a.m.;

AND WHEREAS on March 10, 2010, on hearing the submissions of Staff, a Panel of the Commission ordered that the First Temporary Order be extended until July 12, 2010 and that the hearing in this matter be adjourned to July 9, 2010, at 11:30 a.m.;

AND WHEREAS on April 7, 2010, the Commission issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the Act ordering the following (the "Second Temporary Order"):

i) Christina Harper ("Harper"), Howard Rash ("Rash"), Michael Schaumer ("Schaumer"), Elliot Feder ("Feder"), Tsatskin, Oded Pasternak ("Pasternak"), Alan Silverstein ("Silverstein"), Herbert Groberman ("Groberman"), Allan Walker ("Walker"), Peter Robinson ("Robinson"), Vyacheslav Brikman ("Brikman"), Nikola Bajovski ("Bajovski"), Bruce Cohen ("Cohen") and Andrew Shiff ("Shiff") (collectively, the "Individual Respondents"), shall cease trading in all securities; and

ii) that any exemptions contained in Ontario securities law do not apply to the Individual Respondents.

AND WHEREAS, on April 7, 2010, the Commission ordered that the Second Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on April 14, 2010, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Second Temporary Order, to be held on April 20, 2010 at 3:00 p.m;

AND WHEREAS the Notice of Hearing sets out that the Hearing is to consider, amongst other things, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Second Temporary Order until the conclusion of the hearing, or until such further time as considered necessary by the Commission;

AND WHEREAS on April 20, 2010, a hearing was held before the Commission and none of the Individual Respondents appeared before the Commission to oppose Staff's request for the extension of the Second Temporary Order;

AND WHEREAS on April 20, 2010, the Commission was satisfied that Staff had served or made reasonable attempts to serve each of the Individual Respondents with copies of the Second Temporary Order, the Notice of Hearing, and the Evidence Brief of Staff as evidenced by the Affidavit of Kathleen McMillan, sworn on April 20, 2010, and filed with the Commission;

AND WHEREAS on April 20, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that: in the absence of a continuing cease-trade order, the length of time required to conclude a hearing could be prejudicial to the public interest; and, it was in the public interest to extend the Second Temporary Order;

AND WHEREAS on April 20, 2010, pursuant to subsections 127(7) and (8) of the Act, the Second Temporary Order was extended to June 15, 2010 and the hearing in this matter was adjourned to June 14, 2010, at 10:00 a.m.;

AND WHEREAS on June 14, 2010, a hearing was held before the Commission and the Commission ordered that the Second Temporary Order be extended until September 1, 2010 and the hearing be adjourned to September 1, 2010, at 1:00 p.m.;

AND WHEREAS on June 14, 2010, on hearing the submissions of Staff, a Panel of the Commission ordered that the First Temporary Order be extended until September 1, 2010 and that the hearing in this matter be adjourned to September 1, 2010, at 1:00 p.m.;

AND WHEREAS on September 1, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that: in the absence of a continuing cease-trade order, the length of time required to conclude a hearing could be prejudicial to the public interest;

AND WHEREAS on September 1, 2010, pursuant to subsections 127(7) and 127(8) of the Act, the First Temporary Order and Second Temporary Order were extended to November 9, 2010 and the hearing in this matter was adjourned to November 8, 2010 at 10:00 a.m.;

AND WHEREAS on September 1, 2010, it was further ordered pursuant to subsections 127(1) and (2) of the Act that, notwithstanding the Second Temporary Order, Feder is permitted to trade securities in an account in his own name or in an account of his registered retirement savings plans (as defined in the *Income Tax Act* (Canada)) in which he has the sole legal and beneficial ownership, provided that:

(i) the securities traded are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange or NASDAQ (or their successor exchanges) which is a reporting issuer; and

(ii) he carries out any permitted trading through a dealer registered with the Commission (which dealer must be given a copy of this order) and through accounts opened in his name only (the "Amended Second Temporary Order").

AND WHEREAS on November 8, 2010, Staff, Schaumer, Shiff, Silverstein, counsel for Rash, and counsel for Pasternak, Walker and Brikman, attended the hearing; and whereas Harper and Groberman had each advised Staff that they would not be attending the hearing; and whereas no person attended on behalf of the Corporate Respondents; and whereas Tsatskin, Bajovski and Cohen did not appear;

AND WHEREAS on November 8, 2010, counsel for Feder removed himself from the record due to a conflict of interest, and new counsel for Feder advised the Commission that he would need to satisfy himself that he was able to represent Feder, and would advise Staff accordingly as soon as possible;

AND WHEREAS on November 8, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest that the First Temporary Order and the Amended Second Temporary Order be extended to December 8, 2010 and the hearing in this matter be adjourned to December 7, 2010 at 2:30 p.m.;

AND WHEREAS on December 7, 2010, Staff, Schaumer, Silverstein, counsel for Pasternak, Walker and Brikman, and agent for new counsel for Feder attended the

hearing; and whereas no person appeared on behalf of the Corporate Respondents; and whereas Harper, Rash, Tsatskin, Groberman, Bajovski, Cohen and Shiff did not appear;

AND WHEREAS on December 7, 2010, the Commission was satisfied that all of the Respondents had been properly served with notice of the hearing;

AND WHEREAS on December 7, 2010, Staff requested the extension of the First Temporary Order against the Corporate Respondents and the Amended Second Temporary Order against the Individual Respondents, and Schaumer, Silverstein, and counsel for Pasternak, Walker and Brikman consented to the extension of the Amended Second Temporary Order;

AND WHEREAS on December 7, 2010, agent for new counsel for Feder informed the Commission that he did not have instructions as to whether Feder consented to an extension of the Amended Second Temporary Order;

AND WHEREAS on December 7, 2010, Staff informed the Commission that depending on settlement efforts, Staff might seek to bring an application to hold the next hearing in this matter in writing;

AND WHEREAS on December 7, 2010, the Commission directed that the First Temporary Order against the Corporate Respondents, and the Amended Second Temporary Order against the Individual Respondents, be consolidated into a single temporary order (the "Temporary Order");

AND WHEREAS on December 7, 2010, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest that pursuant to subsections 127(7) and 127(8) of the Act, the Temporary Order be extended to March 3, 2011, without prejudice to Feder to bring a motion if he opposes the extension and that the hearing in this matter be adjourned to February 16, 2011 at 2:00 p.m.

AND WHEREAS on February 16, 2011, Staff, Schaumer, Shiff, counsel for Feder attended the hearing; and whereas no person appeared on behalf of the Corporate Respondents; and whereas counsel for Pasternak, Walker and Brikman; Harper, Rash, Tsatskin, Groberman, Bajovski and Cohen did not appear;

AND WHEREAS on February 16, 2011, Staff requested the extension of the Temporary Order against the Individual Respondents and Corporate Respondents; and Schaumer and Shiff consented to the extension of the Temporary Order;

AND WHEREAS on February 16, 2011, counsel for Feder consented to the extension of the Temporary Order of December 7, 2010, save and except for the exceptions outlined in this order;

AND WHEREAS on February 16, 2011, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to adjourn the hearing to May 3, 2011 at 10:00 a.m. and further extended the Temporary Order until May 4, 2011;

AND WHEREAS on February 16, 2011, it was further ordered pursuant to subsections 127(7) and (8) of the Act, that the Temporary Order be extended to May 4, 2011, save and except that:

(a) Feder is permitted to trade securities in an account in his own name or in an account of his registered retirement savings plan (as defined in the *Income Tax Act* (Canada)) in which Feder has the sole legal and beneficial ownership, provided that:

  (i) the securities traded are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange, or NASDAQ (or their successor exchanges) which is a reporting issuer; and

  (ii) that Feder carries out any permitted trading through a dealer registered with the Commission (which dealer must be given a copy of this order) and through accounts opened in Feder's name only; and

(b) Feder is permitted to contact the existing shareholders of (i) Genesis Rare Diamonds (Ontario) Ltd. (ii) Kimberlite Diamond Corporation and (iii) their subsidiaries, none of which is a reporting issuer, or their counsel and to discuss/ explore the potential for the sale of Feder's shares in those corporations to any or all of their existing shareholders and/or the purchase of Feder's shares in those corporations by the respective corporations for cancellation, provided that Feder's shares are not actually sold and/or purchased without Feder first obtaining a further exemption/order from the Commission that permits such sale(s) and/or purchase(s);

AND WHEREAS on May 3, 2011, Staff, Schaumer, Shiff, and Silverstein attended the hearing; no one appeared on behalf of the Corporate Respondents; and counsel for Pasternak, Walker and Brikman; counsel for Rash; Tsatskin, Harper, Groberman, Bajovski and Cohen did not appear;

AND WHEREAS on May 3, 2011, Staff requested an extension of the Temporary Order against the Individual Respondents and Corporate Respondents; and Schaumer,

Shiff and Silverstein did not object to an extension of the Temporary Order;

AND WHEREAS on May 3, 2011, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to extend the Temporary Order against all named Respondents, except Rash, to the conclusion of the hearing on the merits; to extend the Temporary Order against Rash until July 12, 2011, and to adjourn the hearing to July 11, 2011 at 10:00 a.m., at which time Rash will have the opportunity to make submissions regarding any further extension of the Temporary Order against him;

AND WHEREAS on July 11, 2011, Staff, Harper and Shiff attended the hearing; no one appeared on behalf of the Corporate Respondents; and counsel for Pasternak, Walker and Brikman; counsel for Feder; Tsatskin, Schaumer, Silverstein, Groberman, Bajovski and Cohen did not appear;

AND WHEREAS on July 11, 2011, Staff informed the Commission that Rash had recently retained new counsel in a related matter, and that Rash's new counsel had advised Staff that he would not be attending the hearing;

AND WHEREAS on July 11, 2011, Staff requested a further extension of the Temporary Order against Rash;

AND WHEREAS on July 11, 2011, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to make this order;

IT IS ORDERED that the Temporary Order is extended against Rash until September 27, 2011, and that the hearing is adjourned to September 26, 2011, at 10:00 a.m., at which time Rash will have the opportunity to make submissions regarding any further extension of the Temporary Order against him.

DATED at Toronto this 11th day of July, 2011.

"Christopher Portner"

2.2.4 Global Energy Group, Ltd. et al. – s. 127

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

AND

IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, VADIM TSATSKIN,
MICHAEL SCHAUMER, ELLIOT FEDER,
ODED PASTERNAK, ALAN SILVERSTEIN,
HERBERT GROBERMAN, ALLAN WALKER,
PETER ROBINSON, VYACHESLAV BRIKMAN,
NIKOLA BAJOVSKI, BRUCE COHEN AND
ANDREW SHIFF

ORDER
(Section 127 of the Securities Act)

WHEREAS on June 8, 2010, the Commission issued a Notice of Hearing pursuant to sections 37, 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") accompanied by a Statement of Allegations dated June 8, 2010, issued by Staff of the Commission ("Staff") with respect to Global Energy Group, Ltd. ("Global Energy"), New Gold Limited Partnerships, ("New Gold"), Christina Harper ("Harper"), Michael Schaumer ("Schaumer"), Elliot Feder ("Feder"), Vadim Tsatskin ("Tsatskin"), Oded Pasternak ("Pasternak"), Alan Silverstein ("Silverstein"), Herbert Groberman ("Groberman"), Allan Walker ("Walker"), Peter Robinson ("Robinson"), Vyacheslav Brikman ("Brikman"), Nikola Bajovski ("Bajovski"), Bruce Cohen ("Cohen") and Andrew Shiff ("Shiff") (collectively, the "Respondents");

AND WHEREAS the Notice of Hearing stated that a hearing would be held at the offices of the Commission on June 14, 2010;

AND WHEREAS on June 14, 2010, Staff confirmed that the Commission had received the affidavit of Kathleen McMillan sworn June 11, 2010 which indicated that service of the Notice of Hearing and Statement of Allegations was attempted on all Respondents personally, electronically, through their counsel or at their last known address;

AND WHEREAS on June 14, 2010, Staff, Schaumer, Silverstein, Brikman, Shiff, counsel for Feder and an agent for counsel for Robinson attended the hearing;

AND WHEREAS on June 14, 2010, Staff informed the Commission that they had received messages from Harper and Groberman that they would not be attending the hearing;

AND WHEREAS on June 14, 2010, Staff informed the Commission that they had received a message from

Tsatskin stating that his lawyer would be unable to appear at the hearing;

AND WHEREAS on June 14, 2010, Staff informed the Commission they had received a message from counsel for Pasternak, Walker and Brikman that he would not be attending the hearing;

AND WHEREAS on June 14, 2010, upon hearing submissions from Staff and counsel for Feder, the hearing was adjourned to September 1, 2010;

AND WHEREAS on September 1, 2010, a hearing was held before the Commission, and Staff, Shiff, counsel for Feder, counsel for Robinson and counsel for Pasternak, Walker and Brikman attended the hearing;

AND WHEREAS on September 1, 2010, upon hearing the submissions of Staff, Shiff, counsel for Feder, counsel for Robinson and counsel for Pasternak, Walker and Brikman, it was ordered that the hearing be adjourned to November 8, 2010, at 10:00 a.m. for a pre-hearing conference;

AND WHEREAS on November 5, 2010, a settlement agreement between Staff and Robinson was approved by the Commission;

AND WHEREAS on November 8, 2010, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn November 8, 2010, which indicated that service of Staff's Pre-Hearing Conference Submissions was attempted on all Respondents, except for Bajovski or Cohen, personally, electronically, through their counsel or at their last known address;

AND WHEREAS Staff had no current effective address for service for Bajovski or Cohen;

AND WHEREAS on November 8, 2010, Staff, Schaumer, Shiff, Silverstein, and counsel for Pasternak, Walker and Brikman, attended the hearing; and whereas Harper and Groberman had each advised Staff that they would not be attending the hearing;

AND WHEREAS on November 8, 2010, counsel for Feder removed himself from the record due to a conflict of interest, and new counsel for Feder advised the Commission that he would need to satisfy himself that he is able to represent Feder, and he would advise Staff accordingly as soon as possible;

AND WHEREAS on November 8, 2010, upon hearing the submissions of Staff, Schaumer, Shiff, Silverstein, and counsel for Pasternak, Walker and Brikman, it was ordered that the hearing be adjourned to December 7, 2010 at 2:30 p.m. to continue the pre-hearing conference;

AND WHEREAS on December 7, 2010, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn December 7, 2010, which indicated that all parties, except for Bajovski or Cohen, had been served with notice of the pre-hearing conference personally, electronically, through their counsel or at their last known address;

AND WHEREAS Staff continued to have no current effective address for service for Bajovski and Cohen;

AND WHEREAS on December 7, 2010, Staff, Schaumer, Silverstein, counsel for Pasternak, Walker and Brikman, and an agent for new counsel for Feder attended the hearing;

AND WHEREAS on December 7, 2010, Staff informed the Commission that, depending on settlement efforts, Staff might seek to bring an application to hold the hearing on the merits in writing;

AND WHEREAS on December 7, 2010, upon hearing submissions from Staff, Schaumer, Silverstein, counsel for Pasternak, Walker and Brikman, and the agent for counsel for Feder, it was ordered that the hearing be adjourned to February 16, 2011 at 2:00 p.m. to set dates for the hearing on the merits and that Staff renew efforts to obtain an effective address for service on Bajovski and Cohen.

AND WHEREAS on February 16, 2011, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn on February 14, 2011, which indicated that all parties, except for Bajovski and Cohen, had been served with notice of the pre-hearing conference, personally, electronically, through their counsel or at their last known address;

AND WHEREAS Staff continued to have no current effective address for service for Bajovski and Cohen;

AND WHEREAS on February 16, 2011, Staff, Schaumer, Shiff, and counsel for Feder attended the hearing;

AND WHEREAS on February 16, 2011, upon hearing submissions from Staff, Schaumer, Shiff and counsel for Feder, it was ordered that the hearing be adjourned to May 3, 2011 at 10:00 a.m. for a pre-hearing conference to set the dates for the hearing on the merits, and that Staff would renew efforts to obtain an effective address for service on Bajovski and Cohen;

AND WHEREAS on May 3, 2011, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn on May 2, 2011, which indicated that all parties, except for Bajovski and Cohen, had been served with notice of the pre-hearing conference personally, electronically, through their counsel or at their last known address;

AND WHEREAS on May 3, 2011, Staff confirmed that they had renewed their efforts to obtain an effective address for service on Bajovski and Cohen, but that they

continued to have no current effective address for service for Bajovski and Cohen;

AND WHEREAS on May 3, 2011, Staff, Schaumer, Silverstein and Shiff appeared before the Commission, and scheduling of the hearing on the merits was discussed;

AND WHEREAS on May 3, 2011, Schaumer, Silverstein and Shiff had no objection that the dates of the hearing on the merits be set;

AND WHEREAS on May 3, 2011, it was ordered that the hearing on the merits shall commence on January 18, 2012 at 10:00 a.m., and shall continue on January 19, 20, 23, 24, 25, 26, 27 and 30, 2012 and February 1, 2, 3, 6, 7, 8, 9, and 10, 2012;

AND WHEREAS on May 3, 2011, it was further ordered that the parties attend before the Commission on July 11, 2012 at 10:00 a.m., for a status hearing;

AND WHEREAS on July 11, 2011, Staff confirmed that the Commission had received the affidavit of Charlene Rochman sworn on July 8, 2011, which indicated that all parties, except for Bajovski and Cohen, had been served with notice of the status hearing personally, electronically, through their counsel or at their last known address;

AND WHEREAS on July 11, 2011, Staff, Harper and Shiff appeared before the Commission for a status hearing, and Staff provided a status report to the Commission;

AND WHEREAS on July 11, 2011, Harper advised the Commission that she wished to bring a motion to sever the hearing on the merits against her from the hearing on the merits against all other named Respondents;

AND WHEREAS on July 11, 2011, the Panel advised Harper that she would have to comply with the requirements of Rule 3 of the Ontario Securities Commission *Rules of Procedure* (2010), 33. O.S.C.B. 8017 (the "Rules") with respect to setting a motion date and serving the Office of the Secretary and all other named Respondents with her motion materials;

AND WHEREAS on July 11, 2011, Staff requested that another status hearing be scheduled towards the end of September 2011 and Shiff consented to scheduling another status hearing;

IT IS ORDERED THAT the parties attend before the Commission on September 26, 2011 at 10:00 a.m. for a status hearing at the offices of the Commission, 20 Queen Street West, 17th Floor, Toronto, and for Harper's motion to sever, if she decides to proceed with her motion and does so in accordance with the Rules.

DATED at Toronto this 11th day of July, 2011.

"Christopher Portner"

2.2.5 Hillcorp International Services et al. – s. 127

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

AND

IN THE MATTER OF
HILLCORP INTERNATIONAL SERVICES,
HILLCORP WEALTH MANAGEMENT,
SUNCORP HOLDINGS, 1621852 ONTARIO LIMITED,
1694487 ONTARIO LIMITED, STEVEN JOHN HILL
AND DANNY DE MELO

ORDER
(Section 127)

WHEREAS on July 21, 2009 the Ontario Securities Commission (the "Commission") issued a temporary cease trade order in this matter (the "Temporary Order") and on July 24, 2009 issued an amended temporary cease trade order which added Suncorp Holdings as a respondent (the "Amended Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act");

AND WHEREAS the Commission ordered on August 5, 2009 that the Amended Order be extended until February 8, 2010 on certain terms set out in that Order;

AND WHEREAS the Commission ordered on February 5, 2010 that the Amended Order be further extended until July 12, 2010 on certain terms set out in that Order;

AND WHEREAS the Commission ordered on July 9, 2010 that the Amended Order be further extended until February 28, 2011;

AND WHEREAS the Commission ordered on February 25, 2011 that the Amended Order be further extended until July 18, 2011 and that the hearing be adjourned to July 15, 2011 at 10:00 am;

AND WHEREAS on December 22, 2009, Staff of the Commission swore an information in the Ontario Court of Justice alleging that Steven John Hill ("Hill") and Danny De Melo ("De Melo") had contravened section 122 of the Act by breaching the Temporary Order and the Amended Order;

AND WHEREAS on December 1, 2010, De Melo entered a plea of guilty to one count of breaching an Order of the Commission contrary to section 122 of the Act;

AND WHEREAS on January 7, 2011, Hill entered a plea of guilty to one count of breaching an Order of the Commission contrary to section 122 of the Act;

AND WHEREAS on April 18, 2011, Regional Senior Justice Bigelow sentenced each of Hill and De Melo to a term of imprisonment for 90 days, to a period of

probation for a further 12 months, to perform 100 hours of community service and he imposed a restitution order totalling $993,089.67 in favour of 22 Ontario investors;

AND WHEREAS on June 21, 2011, Staff of the Commission filed a Statement of Allegations and the Commission issued a Notice of Hearing in this matter;

AND WHEREAS on July 15, 2011, the Commission convened a hearing and received the written consents to the issue of this order executed by Hillcorp International Services ("Hillcorp International"), Hillcorp Wealth Management ("Hillcorp Wealth"), Suncorp Holdings, 1621852 Ontario Limited ("162 Limited"), 1694487 Ontario Limited ("169 Limited"), Hill and De Melo;

AND WHEREAS we find that it is in the public interest to make the following Order pursuant to subsection 127(1) of the Act in reliance upon subsection 127(10) of the Act;

IT IS ORDERED THAT:

1. Hillcorp International, Hillcorp Wealth, Suncorp Holdings, 162 Limited, 169 Limited, Hill and De Melo permanently cease trading in securities;

2. the exemptions contained in Ontario securities law do not apply to Hillcorp International, Hillcorp Wealth, Suncorp Holdings, 162 Limited, 169 Limited, Hill and De Melo permanently;

3. Hill and De Melo are permanently prohibited from acquiring securities;

4. If and at the time Hill and De Melo pay in full the amount of the restitution order imposed on them by the Provincial Court of Justice on April 18, 2011, paragraphs 1, 2 and 3 above shall be modified (by subsequent application to and order of the Commission) to permit trading through any registered retirement savings account and/or a registered retirement income fund (as defined in the *Income Tax Act* (Canada)) in which they and/or their spouses have sole legal and beneficial ownership provided that:

   (a) the securities traded are listed and posted for trading on the Toronto Stock Exchange or the New York Stock Exchange (or their successor exchanges) or are issued by a mutual fund which is a reporting issuer;

   (b) they do not own legally or beneficially (in the aggregate, together or with their spouses) more than one percent of the outstanding securities of the class or series of the class in question; and

   (c) they carry out any trading through a registered dealer (which dealer must be given a copy of this Order) and through accounts opened in their names only;

5. Hill and De Melo are reprimanded;

6. Hill and De Melo are required to resign any positions that they hold as a director or officer of an issuer;

7. Hill and De Melo are permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and

8. Hill and De Melo are permanently prohibited from becoming or acting as a promoter.

DATED at Toronto, this 15th day of July, 2011.

"James E. A. Turner"

2.2.6 Banff Rocky Mountain Resort Limited Partnership – s. 144

Headnote

Application by an issuer for a revocation of a cease trade order – cease trade order issued because the issuer had failed to file certain continuous disclosure materials required by Ontario securities law – defaults subsequently remedied by bringing continuous disclosure filings up-to-date – cease trade order revoked.

Applicable Legislative 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, CHAPTER S.5, AS AMENDED
(the Act)

AND

IN THE MATTER OF
BANFF ROCKY MOUNTAIN RESORT
LIMITED PARTNERSHIP (THE REPORTING ISSUER)

ORDER
(Section 144)

Background

On May 24, 2011, the Director made an order under paragraph 2 of subsection 127(1) of the Act (the Cease Trade Order) that all trading in securities of the Reporting Issuer, whether direct or indirect, shall cease until further order by the Director.

The Order was made because the Reporting Issuer was in default of certain filing requirements under Ontario securities law as described in the Cease Trade Order.

The Reporting Issuer has applied to the Ontario Securities Commission under section 144 of the Act for a revocation of the Cease Trade Order.

Representations

This order is based on the following facts represented by the Reporting Issuer:

1. The Reporting Issuer is a reporting issuer under the securities legislation of the provinces of Alberta, British Columbia, Ontario and Saskatchewan.

2. The Reporting Issuer has filed all outstanding continuous disclosure documents that are required to be filed under Ontario securities law.

3. The Reporting Issuer has paid all outstanding activity, participation and late filing fees that are required to be paid.

4. The Reporting Issuer was also subject to similar cease trade orders issued by the Alberta Securities Commission (AB) as a result of the failure to make the filings described in the Cease Trade Order. The Issuer has concurrently applied to the AB for a revocation of the AB CTO.

5. The Reporting Issuer's SEDAR profile and SEDI issuer profile supplement are current and accurate.

Order

The Director is of the opinion that it would not be prejudicial to the public interest to revoke the Cease Trade Order.

It is ordered under section 144 of the Act that the Cease Trade Order is revoked.

Dated: July 18, 2011

"Lisa Enright"
Manager, Corporate Finance Branch

2.2.7 Global Consulting and Financial Services et al. – ss. 127(1), 127(8)

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

AND

**IN THE MATTER OF
GLOBAL CONSULTING AND FINANCIAL SERVICES,
CROWN CAPITAL MANAGEMENT CORPORATION,
CANADIAN PRIVATE AUDIT SERVICE,
EXECUTIVE ASSET MANAGEMENT,
MICHAEL CHOMICA, PETER SIKLOS
(also known as PETER KUTI), JAN CHOMICA,
AND LORNE BANKS**

**TEMPORARY ORDER
(Subsections 127(1) and (8))**

WHEREAS on November 4, 2010, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering that Global Consulting and Financial Services ("Global"), Crown Capital Management Corporation ("Crown"), Canadian Private Audit Service ("CPAS"), Executive Asset Management ("EAM"), Jan Chomica, Michael Chomica, Peter Kuti ("Kuti"), and Lorne Banks ("Banks"), cease trading in all securities (the "Temporary Order");

AND WHEREAS on November 4, 2010, the Commission ordered pursuant to clause 3 of subsection 127(1) of the Act, that any exemptions contained in Ontario securities law do not apply to Global, Crown, CPAS, EAM, Jan Chomica, Michael Chomica, Kuti and Banks;

AND WHEREAS on November 4, 2010, the Commission ordered that the Temporary Order shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on November 9, 2010, the Commission issued a direction under section 126(1) of the Act freezing assets in a bank account in the name of Crown (the "Freeze Direction");

AND WHEREAS on November 4, 2010, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on November 17, 2010 at 3:00 p.m. (the "Notice of Hearing");

AND WHEREAS the Notice of Hearing sets out that the Hearing is to consider, *inter alia*, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until the conclusion of the hearing, or until such further time as considered necessary by the Commission;

AND WHEREAS Staff of the Commission ("Staff") have served all of the respondents with copies of the Temporary Order and the Notice of Hearing, and served Crown with the Freeze Direction as evidenced by the Affidavit of Charlene Rochman, sworn on November 17, 2010, and filed with the Commission;

AND WHEREAS on November 17, 2010, Staff and counsel for Banks appeared before the Commission, and whereas Crown, CPAS, EAM, and Kuti did not appear before the Commission to oppose Staff's request for the extension of the Temporary Order;

AND WHEREAS Staff had received a Direction from Jan Chomica dated November 11, 2010, in which she consented to extending the Temporary Order for at least two months;

AND WHEREAS counsel for Michael Chomica did not attend the Hearing, but had advised Staff that Michael Chomica consents (or does not oppose) an extension of the Temporary Order for at least two months;

AND WHEREAS on November 17, 2010, counsel for Banks advised the Commission that Banks consents to an extension of the Temporary Order;

AND WHEREAS the Panel considered the evidence and submissions before it;

AND WHEREAS pursuant to subsection 127(5) of the Act the Commission was of the opinion that, in the absence of a continuing cease-trade order, the length of time required to conclude a hearing could be prejudicial to the public interest;

AND WHEREAS pursuant to subsection 127(8) of the Act the Commission ordered that the Temporary Order be extended to January 27, 2011;

AND WHEREAS the Commission further ordered that the hearing in this matter be adjourned to January 26, 2011 at 11:00 a.m., and that the parties make efforts to advise the Commission by January 3, 2011 whether they are in agreement that the hearing set for January 26, 2011 be held in writing;

AND WHEREAS by Notice of Motion dated December 16, 2010 (the "Notice of Motion"), Staff sought to amend the Temporary Order to include Peter Siklos ("Siklos") as the person using the alias "Peter Kuti", thereby making Siklos subject to the Temporary Order, and to abridge, under Rule 1.6(2) of the Commission's Rules of Procedure (2009), 32 O.S.C.B. 10 (the "Rules"), the notice requirements for the filing and service of motion materials under Rule 3.2 of the Rules and the requirement for a Memorandum of Fact and Law under Rule 3.6 of the Rules (the "Motion");

AND WHEREAS in support of the Motion, Staff filed the Affidavit of Wayne Vanderlaan ("Vanderlaan"), sworn December 15, 2010 (the "Vanderlaan Affidavit"), in which Vanderlaan states that there is a real Peter Kuti who,

based on the information currently available to Staff, is not the "Peter Kuti" who is an alias for Siklos;

AND WHEREAS the Motion was heard on Monday, December 20, 2010, at 10:00 a.m. (the "Motion Hearing");

AND WHEREAS the Commission, after considering the Affidavit of Service of Rochman, sworn December 17, 2010, was satisfied that Staff had served the Notice of Motion, the December 16, 2010 covering letter from Carlo Rossi, Litigation Counsel with Staff, and the Vanderlaan Affidavit, on Siklos, Global, Jan Chomica, Crown, CPAS, EAM, Michael Chomica and Banks;

AND WHEREAS counsel for Banks advised Staff that he would not be attending on the Motion and that Banks took no position with respect to it;

AND WHEREAS on December 20, 2010, Staff and counsel for Siklos attended before the Commission, and counsel for Siklos advised that Siklos consented to the Motion;

AND WHEREAS the Commission considered the Notice of Motion and the Vanderlaan Affidavit and the submissions made by Staff and counsel for Siklos at the Motion Hearing;

AND WHEREAS the Commission ordered that:

(i) pursuant to clause 2 of subsection 127(1) of the Act, Peter Siklos (also known as Peter Kuti) shall cease trading in all securities;

(ii) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Peter Siklos (also known as Peter Kuti);

(iii) the title of the proceeding shall be amended accordingly;

(iv) for clarity, the Temporary Order as Amended (the "Amended Temporary Order") is extended to January 27, 2011; and

(v) for clarity, the hearing to consider the extension of the Amended Temporary Order will be held on January 26, 2011, at 11:00 a.m., and the parties shall make efforts to advise the Commission by January 3, 2011 whether they are in agreement that the hearing set for January 26, 2011 be held in writing.

AND WHEREAS by way of letter dated January 25, 2011, Staff advised the Commission that it had obtained the consent of Michael Chomica, Jan Chomica, Siklos, Banks (the "Individual Respondents"), Crown and Global to extend the Amended Temporary Order;

AND WHEREAS Staff provided the Commission with the Affidavit of Charlene Rochman sworn January 24, 2011 outlining service of the Amended Temporary Order on the Respondents and the consent of the Individual Respondents, Crown and Global to the extension of the Amended Temporary Order;

AND WHEREAS the Commission ordered that the Amended Temporary Order be extended to March 9, 2011 and that the Hearing be adjourned to March 8, 2011 at 10:00 a.m.;

AND WHEREAS on March 8, 2011, Staff attended before the Commission and no one attended on behalf of the Respondents;

AND WHEREAS the Commission was satisfied that Staff had undertaken reasonable efforts to serve the Respondents with notice of the Hearing;

AND WHEREAS on March 8, 2011, Staff advised the Panel that Staff had been in contact with Jan Chomica and counsel representing Michael Chomica, Banks and Siklos and that Jan Chomica, Michael Chomica, Banks and Siklos were not opposing the extension of the Amended Temporary Order;

AND WHEREAS the Commission ordered that the Amended Temporary Order be extended to May 17, 2011 and that the Hearing be adjourned to May 16, 2011 at 10:00 a.m.;

AND WHEREAS on May 16, 2011, Staff appeared before the Commission and no one appeared on behalf of any of the Respondents;

AND WHEREAS on May 16, 2011, Staff advised the Panel that Staff had been in contact with counsel representing Michael Chomica, Banks and Siklos and that Michael Chomica, Banks and Siklos were not opposing the extension of the Amended Temporary Order;

AND WHEREAS Staff further advised that Jan Chomica had provided her consent to the extension of the Amended Temporary Order by way of writing;

AND WHEREAS Staff provided the Commission with the Affidavit of Charlene Rochman sworn May 13, 2011 outlining service on the Respondents and the consent of the Individual Respondents, Crown and Global to the extension of the Amended Temporary Order;

AND WHEREAS the Commission ordered that the Amended Temporary Order be extended to July 18, 2011 and the Hearing be adjourned to July 15, 2011 at 11:00 a.m.;

AND WHEREAS on July 15, 2011, Staff appeared before the Commission and no one appeared on behalf of any of the Respondents;

AND WHEREAS on July 15, 2011, Staff advised the Panel that Staff had been in contact with counsel

representing Michael Chomica and Banks and that Michael Chomica consented to an extension of the Amended Temporary Order for 90 days and Banks was not opposing the extension;

AND WHEREAS Staff further advised that Jan Chomica had provided her consent to the extension of the Amended Temporary Order by way of writing;

AND WHEREAS Staff provided the Commission with the Affidavit of Charlene Rochman sworn July 13, 2011 outlining service on the Respondents;

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

IT IS ORDERED that the Amended Temporary Order is extended to October 12, 2011 and the Hearing is adjourned to October 11, 2011 at 2:30 p.m., or such other date and time as set by the Office of the Secretary.

DATED at Toronto this 15th day of July, 2011.

"James E. A. Turner"

2.2.8 Nest Acquisitions and Mergers et al.

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

AND

IN THE MATTER OF
NEST ACQUISITIONS AND MERGERS,
IMG INTERNATIONAL INC.,
CAROLINE MYRIAM FRAYSSIGNES,
DAVID PELCOWITZ, MICHAEL SMITH, AND
ROBERT PATRICK ZUK

ORDER

WHEREAS on January 18, 2010, the Secretary to the Ontario Securities Commission (the "Commission") issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), for a hearing to commence at the offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room on Monday, January 28th, 2010 at 10 a.m., or as soon thereafter as the hearing can be held;

AND WHEREAS on January 18, 2010, Staff of the Commission ("Staff") filed with the Commission a Statement of Allegations in this matter;

AND WHEREAS on January 25, 2011, counsel for Staff, counsel for Robert Patrick Zuk ("Zuk"), and counsel for Caroline Myriam Frayssignes ("Frayssignes") and Nest Acquisitions and Mergers ("Nest") appeared before the Commission for the purpose of a further pre-hearing conference;

AND WHEREAS on January 25, 2011, no one appeared on behalf of David Paul Pelcowitz ("Pelcowitz"), Michael Smith ("Smith") and IMG International Inc. ("IMG"), and the Commission was satisfied that Pelcowitz, Smith and IMG had been provided with notice of the pre-hearing conference;

AND WHEREAS on January 25, 2011, the Commission heard submissions by counsel for Staff, counsel for Frayssignes and Nest, and counsel for Zuk as to the unavailability of certain documents from a third party and to an anticipated motion to be brought by Frayssignes, Nest and Zuk;

AND WHEREAS on January 25, 2011, counsel for Staff, counsel for Zuk, and counsel for Frayssignes and Nest consented that the dates for the hearing on the merits set for January 31, 2011 to February 11, 2011 (except for February 8, 2011) be vacated and agreed to tentative dates for the hearing on the merits from June 20, 2011 to June 30, 2011 (except June 21, 2011);

AND WHEREAS on January 25, 2011, counsel for Staff, counsel for Zuk, and counsel for Frayssignes and

Nest consented to a hearing for the anticipated motion to be held on June 6, 2011;

AND WHEREAS the Commission wished to allow Pelcowitz a further opportunity to make submissions on the tentative dates for the hearing on the merits prior to making an order;

AND WHEREAS on January 25, 2011, the Commission ordered that the dates for the hearing on the merits set for January 31, 2011 to February 11, 2011 be vacated and that the motion by Zuk, Frayssignes and Nest be heard on June 6, 2011;

AND WHEREAS Pelcowitz consented to the scheduling of the hearing on the merits from June 20, 2011 to June 30, 2011 (except June 21, 2011);

AND WHEREAS on March 4, 2011, the Commission ordered that the hearing on the merits be set for June 20, 2011 to June 30, 2011 (except June 21, 2011);

AND WHEREAS on June 20, 2011, Pelcowitz, counsel for Staff and counsel for Zuk attended before the Commission and no one attended on behalf of the other respondents;

AND WHEREAS counsel for Staff requested that the hearing on the merits be adjourned to June 27, 2011;

AND WHEREAS Zuk, through his counsel, and Pelcowitz consented to the adjournment;

AND WHEREAS on June 20, 2011, the Commission ordered that the hearing on the merits be adjourned to June 27, 2011 at 10:00 a.m. and that it continue on June 28, 2011 and June 29, 2011;

AND WHEREAS on June 27, 2011, Zuk, Frayssignes and counsel for Staff attended before the Commission and no one attended on behalf of the other respondents;

AND WHEREAS Frayssignes requested that she be provided with a simultaneous French translation of the hearing on the merits and a translation of the documents Staff proposes to tender at the hearing on the merits;

AND WHEREAS upon hearing submissions from Staff counsel and Zuk, on behalf of Frayssignes;

IT IS ORDERED THAT

1. The hearing on the merits is adjourned to a date to be fixed by the Office of the Secretary;

2. The Commission will provide a simultaneous translation into French of the hearing on the merits;

3. Frayssignes shall serve on the parties and file with the Commission written submissions on the issue of her request for a French translation of the documents sought to be tendered by Staff no later than July 27, 2011;

4. Staff shall serve on the parties and file with the Commission written submissions in response no later than August 26, 2011; and

5. Oral submissions on Frayssignes' request for a French translation of the documents sought to be tendered by Staff will be heard on September 26, at 2:00 p.m.

DATED at Toronto this 27th day of June 2011.

"James D. Carnwath"

"Margot C. Howard"

2.3 Rulings

2.3.1 SQI Diagnostics Inc. – s. 74(1)

Headnote

Relief from the prospectus requirement in connection with the use of electronic roadshow materials – cross-border offering of securities – compliance with U.S. offering rules leads to non-compliance with Canadian regime – relief required as use of electronic roadshow materials constitutes a distribution requiring compliance with prospectus requirements – relief granted from section 53 of the Securities Act (Ontario) in connection with a cross-border offering – decision subject to conditions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 53, 74.
National Policy 47-201 Trading Securities Using the Internet and Other Electronic Means, s. 2.7.

July 15, 2011

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

AND

IN THE MATTER OF
SQI DIAGNOSTICS INC.

RULING
(Subsection 74(1))

UPON the application of SQI Diagnostics Inc. (the **Filer**) to the Ontario Securities Commission (the **Commission**) for a ruling pursuant to subsection 74(1) of the Act that the posting of certain electronic roadshow materials on one or more commercial services such as www.retailroadshow.com and/or www.netroadshow.com during the "waiting period" will not be subject to section 53 of the Act (the **Order Sought**);

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

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

1. The predecessor to the Filer, Emblem Capital Inc., was incorporated on September 11, 2003 under the *Canada Business Corporations Act* and filed articles of amendment to change its name to "SQI Diagnostics Inc." on April 20, 2007.

2. The principal office of the Filer is located at 36 Meteor Drive, Toronto, ON M9W 1A4.

3. The Filer has filed a preliminary short form base PREP prospectus (the **Preliminary Prospectus**) in respect of an offering of common shares (the **Offered Shares**) by the Filer (the **Offering**).

4. Contemporaneously with the filing of the Preliminary Prospectus, the Filer also has filed a registration statement on Form F-10 (the **Form F-10**) under the United States *Securities Act of 1933*, as amended (the **1933 Act**), with the United States Securities and Exchange Commission (the **SEC**) in respect of the Offering.

5. The Filer intends to use electronic roadshow materials (the **Website Materials**) to promote the Offering, as is now typical for initial public offerings in the United States.

6. Compliance with U.S. securities laws for typical initial public offerings (that is, offerings by an issuer not already subject to SEC reporting requirements), 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 Electronic Data-Gathering Analysis and Retrieval System (known by its acronym, **EDGAR**), which will have the same effect of affording unrestricted access. We understand that, in practice, making documents available "without restriction" means that no restrictions on access or viewing may be imposed, both with respect to persons inside and outside of the United States.

7. The Filer and its underwriters wish to carry out the Offerings in a manner that is "typical" for public offerings in the United States by posting the Website Materials on an internet-based commercial service such as www.retailroadshow.com or www.netroadshow.com, without password or other access restrictions.

8. Applicable securities laws in Ontario do not permit the Website Materials to be made generally available to the public without restriction during the waiting period. Thus, absent relief, the Filer could not conduct the Offering in the United States in the typical manner and comply with Ontario securities laws unless the Order Sought is granted.

9. The Website Materials will contain a statement informing readers that the Website Materials do not contain all of the information in the Preliminary Prospectus, including any amendment thereto, or the final prospectus (the **Final Prospectus**), and that prospective purchasers of the Offered Shares should review all of such documents, in addition to the Website Materials, for complete information regarding the Offered Shares.

10. The Filer will include a hyperlink in the Website Materials to the documents referred to in paragraph 9, if and when such documents are filed.

11. The Website Materials will be fair and balanced.

12. The Filer will state in the Website Materials, any amendment to the Preliminary Prospectus and in the Final Prospectus that, in connection with the information contained in the Website Materials posted on one or more commercial sites, such as such as www.retailroadshow.com and/or www.netroadshow.com, purchasers of the Offered Shares in Ontario will have a contractual right of action for any misrepresentation in the Website Materials against the Filer and the Canadian underwriters who sign the Final Prospectus.

13. At least one underwriter that signs the Preliminary Prospectus, any amendment to the Preliminary Prospectus and the Final Prospectus will be registered in Ontario.

14. Ontario purchasers will only be able to purchase the Offered Shares through an underwriter that is registered in Ontario, unless an exemption from the dealer registration requirement is available.

15. The Filer acknowledges that the Order Sought relates only to the posting of Website Materials on one or more commercial services, such as www.retailroadshow.com and/or www.netroadshow.com, and not in respect of the Preliminary Prospectus, including any amendments, or the Final Prospectus.

16. The Filer is not in default of any of its obligations under applicable securities legislation.

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

IT IS RULED, pursuant to subsection 74(1) of the Act, that the Order Sought is granted so long as:

a) Each amendment to the Preliminary Prospectus after the date of this order, the Final Prospectus, and any amendment thereto, state that purchasers of the Offered Shares in Ontario in which the Final Prospectus is filed and a receipt therefor is issued will have a contractual right of action for any misrepresentation in the Website Materials against the Filer and the Canadian underwriters who sign the Final Prospectus substantially in the following form:

> We [may make/have made] available certain materials describing the offering (the "Website Materials") on the website of one or more commercial services such as www.retailroadshow.com or www.netroadshow.com under the heading "SQI Diagnostics Inc." during the period prior to obtaining a final receipt for the final MJDS prospectus relating to this offering (the "Final Prospectus") from the securities regulatory authority in Ontario. In order to give purchasers in Ontario the same unrestricted access to the Website Materials as provided to U.S. purchasers, we have applied for and obtained, in a decision dated July ●, 2011, exemptive relief from the securities regulatory authority in Ontario. Pursuant to the terms of that exemptive relief, we and the Canadian underwriter have agreed 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 Ontario who purchases the shares offered hereby pursuant to the Final Prospectus during the period of distribution shall have, without regard to whether the purchaser relied on the misrepresentation, rights against us and the Canadian underwriter with respect to such misrepresentation as are equivalent to the rights under section 130 of the *Securities Act*

(Ontario) subject to the defences, limitations and other terms thereof, as if such misrepresentation were contained in the Final Prospectus.

b) The Website Materials will not include information that compares the Filer to one or more other issuers (Comparables) unless the Comparables are also included in the Preliminary Prospectus, including any amendments thereto, and the Final Prospectus.

DATED at Toronto, this 15th day of July 2011

"Paulette Kennedy"
Commissioner
Ontario Securities Commission

"Vern Krishna"
Commissioner
Ontario Securities Commission

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Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Royal Securities Corp. and Ningyuan Guo also known as Mark Guo

IN THE MATTER OF
THE REGISTRATION OF ROYAL SECURITIES CORP. and
NINGYUAN GUO also known as MARK GUO

OPPORTUNITY TO BE HEARD UNDER SECTION 31
OF THE SECURITIES ACT (ONTARIO)

1. Royal Securities Corp. (**RSC**) is registered under the *Securities Act* (Ontario) (the **Act**) as an adviser in the category of portfolio manager and as a dealer in the category of exempt market dealer.

2. Ningyuan Guo, also known as Mark Guo (and collectively with RSC, the **Registrants**) is registered under the Act as the ultimate designated person, chief compliance officer, and sole advising representative and dealing representative of RSC.

3. By way of a letter dated May 26, 2011, staff (**Staff**) of the Ontario Securities Commission (the **OSC**) informed Mr. Guo that Staff had recommended to the Director that the registration of the Registrants be suspended on the grounds that they lacked the requisite integrity for continued registration. Staff's letter of May 26, 2011 identified the allegations upon which its recommendation was based. These allegations were subsequently revised and restated in a letter from Staff to the Registrants dated June 24, 2011, and were as follows:

   (a) the Registrants engaged individuals to trade in securities of the Dragon IPO Fund (the **Dragon Fund**) who were not registered to do so under the Act;

   (b) RSC, being both the portfolio manager to the Dragon Fund and its dealer, breached the terms and conditions of the firm's registration by failing to inform clients prior to commencing any trading or advising with those clients that RSC provides services as both a dealer and adviser;

   (c) the Registrants engaged in the illegal distribution of securities by selling units of the Dragon Fund to eleven investors pursuant to the accredited investor exemption to the prospectus requirement when those individuals did not qualify for that exemption;

   (d) the Registrants failed to determine the suitability of investments in the Dragon Fund for nine investors;

   (e) the Registrants failed to deal fairly, honestly, and in good faith with their clients by:

      (i) closing the trust account for another investment fund managed by the Registrants known as the Royal China Fund, and apparently maintaining no trust account for the Dragon Fund;

      (ii) advising clients that the Dragon Fund was operating normally when its assets under management had apparently decreased substantially;

      (iii) employing an unregistered representative who lied to an investor by advising them that the Dragon Fund was a liquid security and was traded on the Toronto Stock Exchange;

      (iv) employing an unregistered representative who lied to an investor by telling them that earlier investors had received their money back and had made money on their investments;

      (v) employing an unregistered representative who utilized high pressure sales tactics;

      (vi) employing an unregistered representative who made extravagant claims about the return on investment for the Dragon Fund; and

      (vii) failing to promptly return calls from clients;

(f) an individual acting on the Registrants' behalf made a prohibited representation regarding rights of redemption to an investor;

(g) a promotional email circulated for the Dragon Fund by an individual acting on behalf of the Registrants referred to the Registrants' registration under the Act, and the RSC website featured the emblem of the OSC;

(h) Mr. Guo made a material misrepresentation to Staff when, in response to a request by Staff to identify individuals soliciting investments in the Dragon Fund or otherwise employed by RSC, he failed to identify nine individuals; and

(i) the Registrants failed to cooperate with Staff when they sought to conduct a compliance review of RSC pursuant to s. 20 of the Act.

4. On June 2, 2011, the Registrants, through Mr. Guo, requested an opportunity to be heard (**OTBH**) pursuant to s. 31 of the Act in regards to Staff's recommendation that their registration be suspended. Mark Skuce, legal counsel for Staff, sent an email to Mr. Guo confirming the request for an OTBH, and setting out a schedule for the exchange of written submissions. This schedule required Staff to provide me with its written submissions by June 24, 2011, and required the Registrants to provide me with their written submissions by July 15, 2011.

5. On June 24, 2011, Mr. Skuce delivered Staff's written submissions to me and the Registrants.

6. On June 28, 2011, pursuant to s. 6(c) of the *Procedures for Opportunities to be Heard Before Directors' Decisions on Registration Matters*, I emailed a letter to the Registrants and to Mr. Skuce stating that due to the seriousness of the allegations in this matter, I required this OTBH to proceed as an in-person appearance before me, commencing at 9:00 a.m. on July 15, 2011. In my letter, I also requested that Mr. Guo confirm his attendance by July 8, 2011.

7. On July 4, 2011, Mr. Guo requested that the in-person OTBH be adjourned for two months from July 15, 2011.

8. On July 5, 2011, I refused Mr. Guo's request for an adjournment on the basis that to further delay the OTBH in light of the seriousness of Staff's allegations would be contrary to the public interest, and reiterated my request that he confirm his attendance at the in-person OTBH.

9. On July 5, 2011, Mr. Guo informed me and Mr. Skuce that he would not attend the in-person OTBH as I had directed, but would instead provide written submissions.

10. Mr. Skuce has provided me with copies of two emails sent by him to Mr. Guo on July 6, 2011 informing him of the importance of attending the July 15, 2011 OTBH in person.

11. On July 11, 2011, Mr. Guo delivered written submissions, which I found disjointed, confusing, and generally difficult to understand.

12. Mr. Skuce has provided me with a copy of an email sent by him to Mr. Guo on July 13, 2011 reiterating the importance of attending the OTBH on July 15, 2011.

13. Mr. Guo failed to attend at the OSC on July 15, 2011 as I had directed for the purpose of this OTBH.

Decision

14. Based on the submissions before me and the fact that Mr. Guo failed to attend the OTBH and refused to cooperate with Staff's attempt to conduct a compliance review of the Registrants, my decision is that the registration of Mr. Guo and RSC be suspended, effective immediately.

"Erez Blumberger"
Deputy Director
Compliance and Registrant Regulation
Ontario Securities Commission

July 15, 2011

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
Genesis Worldwide Inc.	04 July 11	15 July 11	15 July 11	
Galahad Metals Inc.	05 July 11	18 July 11		14 July 11
Ambrilia Biopharma Inc.	06 July 11	18 July 11	18 July 11	
Delta Uranium Inc.	06 July 11	18 July 11	18 July 11	
OutdoorPartner Media Corporation	08 July 11	20 July 11	20 July 11	
Kasten Energy Inc.	08 July 11	20 July 11		22 July 11
Banff Rocky Mountain Resort Limited Partnership	12 May 11	24 May 11	24 May 11	18 July 11

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS 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 Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

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Chapter 5

Rules and Policies

5.1.1 Amendments to Form 51-102F6 Statement of Executive Compensation and Consequential Amendments

CSA NOTICE

AMENDMENTS TO FORM 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION

AND

CONSEQUENTIAL AMENDMENTS

Introduction

We, the Canadian Securities Administrators (**CSA**), are adopting amendments to Form 51-102F6 *Statement of Executive Compensation* (the **Form 51-102F6 Amendments**).

The Form 51-102F6 Amendments will amend the previous version of Form 51-102F6 *Statement of Executive Compensation (in respect of financial years ending on or after December 31, 2008)* (**Form 51-102F6**), which came into effect in all CSA jurisdictions on December 31, 2008.

Concurrently with the Notice, we are publishing the amendment instruments for the Form 51-102F6 Amendments and the Consequential Amendments (as defined below), as well as a blackline of the Form 51-102F6 Amendments showing all changes from the versions currently in force. These documents are also available on the websites of CSA members, including the following:

- www.bcsc.bc.ca
- www.albertasecurities.com
- www.osc.gov.on.ca
- www.lautorite.qc.ca
- www.nbsc-cvmnb.ca
- www.gov.ns.ca/nssc

In some jurisdictions, Ministerial approvals are required for these changes. Subject to obtaining all necessary approvals, the Form 51-102F6 Amendments and Consequential Amendments (as defined below) will come into force on **October 31, 2011**.

Transition

The Form 51-102F6 Amendments will apply in respect of financial years ending on or after October 31, 2011. The Form 51-102F6 Amendments will also form part of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**), which sets out the obligations of reporting issuers, other than investment funds, for financial statements, management's discussion and analysis, annual information forms, information circulars and other continuous disclosure-related matters.

NI 51-102 refers and relies on references to Canadian generally accepted accounting principles (**Canadian GAAP**), which are established by the Canadian Accounting Standards Board (**AcSB**). The AcSB has incorporated International Financial Reporting Standards (**IFRS**), as adopted by the International Accounting Standards Board (**IASB**), into the Handbook of the Canadian Institute of Chartered Accountants (the **Handbook**) for most Canadian publicly accountable enterprises for financial years beginning on or after January 1, 2011. As result, the Handbook contains two sets of standards for public companies:

- Part I of the Handbook – Canadian GAAP for publicly accountable enterprises that applies for financial years beginning on or after January 1, 2011, and

- Part V of the Handbook – Canadian GAAP for public enterprises that is the pre-changeover accounting standards (**2010 Canadian GAAP**).

After the IFRS changeover date on January 1, 2011, non-calendar year-end issuers will continue to prepare financial statements in accordance with 2010 Canadian GAAP until the start of their new financial year.

To further assist issuers and their advisors and increase transparency, during the transition period, certain jurisdictions will post two different unofficial consolidations of NI 51-102 that will include the Form 51-102F6 Amendments on their websites:

- the version of NI 51-102 that contains 2010 Canadian GAAP terms and phrases, which apply to reporting issuers in respect of documents required to be prepared, filed, delivered or sent under the rules for periods relating to financial years beginning before January 1, 2011; and

- the new version of NI 51-102 that contains IFRS terms and phrases, which apply to reporting issuers in respect of documents required to be prepared, filed, delivered or sent under the rules for periods relating to financial years beginning on or after January 1, 2011.

Substance and Purpose of the Form 51-102F6 Amendments

On September 18, 2008, we announced the adoption of Form 51-102F6, which became effective across all CSA jurisdictions on December 31, 2008. In adopting Form 51-102F6, the CSA's stated intention was to create a document that would continue to provide a suitable framework for disclosure as compensation practices change over time.

On November 20, 2009, CSA Staff Notice 51-331 *Report on Staff's Review of Executive Compensation Disclosure* (the **Staff Notice**) was issued and reported the findings of a targeted compliance review of executive compensation disclosure. 70 reporting issuers were selected for this review. Staff of the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the Autorité des marchés financiers participated in the targeted compliance reviews.

The focus of the reviews was to:

(i) assess compliance with Form 51-102F6,

(ii) use the review results to educate companies about the new requirements, and

(iii) identify any requirements that need clarification or further explanation to assist companies in fulfilling their disclosure obligations.

We asked most of the companies reviewed to improve their disclosure in future filings in respect of the disclosure issues that were identified in the targeted reviews and discussed in the Staff Notice.

In addition, we have seen a number of recent international developments in the area of executive compensation. In particular, on December 16, 2009, the Securities and Exchange Commission (**SEC**) adopted rules amending compensation and corporate governance disclosure requirements for U.S. companies in the 2010 proxy season (the **2010 SEC Amendments**). In addition, on July 15, 2010, the United States Congress passed a final version of the *Dodd-Frank Wall Street Reform and Consumer Protection Act* (the **Dodd-Frank Act**), which came in force for the 2011 proxy disclosures.

We reviewed the issues discussed in the Staff Notice and the amendments in the 2010 SEC Amendments and the Dodd-Frank Act that we thought are also relevant to Canadian reporting issuers. As a result, we developed proposed amendments to Form 51-102F6 to improve the information companies provide investors about key risks, governance and compensation matters. The Form 51-102F6 Amendments were published for a 90-day comment period on November 19, 2010 (the **November 2010 Materials**).

The Form 51-102F6 Amendments, which range from drafting changes to clarify existing disclosure requirements to new substantive requirements, reflects our further consideration of these proposed amendments in light of the comments we received. We think the Form 51-102F6 Amendments will help investors make more informed voting and investment decisions and will enhance the quality of information provided to investors and assist companies in fulfilling their executive compensation disclosure obligations.

Written Comments

The comment period expired on February 17, 2011. During the comment period we received submissions from 28 commenters. We have considered these comments and we thank all the commenters. A list of the 28 commenters and a summary of their comments, together with our responses, are contained in Appendices B and C.

Summary of Changes to the November 2010 Materials

We have made some revisions to the November 2010 Materials, including drafting changes made only for the purposes of clarification or in response to comments received. Appendix A describes the key changes made to the November 2010 Materials. As the changes are not material, we are not republishing the Form 51-102F6 Amendments for a further comment period. A blackline of the Form 51-102F6 Amendments showing all changes from the version currently in force is included in Appendix G.

Consequential Amendments

We are also adopting related consequential amendments to the following:

- Sections 9.3.1 and 11.6 of NI 51-102,
- Form 58-101F1 *Corporate Governance Disclosure* (**Form 58-101F1**), and
- Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)* (**Form 58-101F2**) of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (**NI 58-101**).

(together, the **Consequential Amendments**).

The Consequential Amendments are contained in Appendix E.

Local Notices

Certain jurisdictions are publishing other information required by local securities legislation in Appendix F.

Questions

If you have any questions, please refer them to any of the following:

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July 22, 2011

APPENDIX A

SUMMARY OF KEY CHANGES TO THE NOVEMBER 2010 MATERIALS

Form 51-120F6 Amendments

Item 1 – General Provisions

Subsection 1.3(9) – Currencies

- We amended subsection 1.3(9) to provide flexibility if the company's performance goals and similar conditions disclosed in the Compensation Discussion and Analysis are in a currency different than the currency presented in the prescribed tables, which may be for purposes of consistency with financial reporting obligations. As a result, a company must use the same currency in the tables prescribed in sections 3.1, 4.1, 4.2, 5.1, 5.2 and 7.1 of the form.

Item 2 – Compensation Discussion and Analysis (CD&A)

Subsection 2.1(5) – Risks associated with the company's compensation policies and practices

- We amended subsection 2.1(5) to include the words "or a committee of the board" in order to recognize that compensation-related duties may be delegated to a committee of the board.

Commentary

- We revised the commentary to clarify that, if the company used any benchmarking in determining compensation or any element of compensation, the company should include the benchmark and describe why the benchmark group and selection criteria are considered by the company to be relevant.

- We added commentary to the examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks by including the example of incentive plan awards that do not provide a maximum benefit or payout limit to executive officers.

- We also added commentary to clarify that the examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks are not exhaustive and the situations to consider will vary depending upon the nature of the company's business and the company's compensation policies and practices.

Section 2.4 – Compensation Governance

- We amended paragraph 2.4(2)(a) to read:

    - Disclose the name of each committee member and, in respect of each member, state whether or not the member is independent or not independent.

- In paragraph 2.4(2)(c), we removed the words "that are consistent with a reasonable assessment of the company's risk profile" because we concluded that the words were unnecessary and confusing.

- We amended paragraph 2.4(3)(c) to read:

    - If the consultant or advisor has provided any services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to compensation services provided for any of the company's directors or executive officers,

        (i) state this fact and briefly describe the nature of the work,

        (ii) disclose whether the board of directors or compensation committee must pre-approve other services the consultant or advisor, or any of its affiliates, provides to the company at the request of management.

- In subparagraphs 2.4(3)(d)(i) and (ii), we added the word "each" to clarify that the company must disclose aggregate fees paid on a "per consultant" basis.

Item 4 – Incentive Plan Awards

Section 4.1 – Outstanding share-based awards and option-based awards

- We amended subsection 4.1(3) to clarify that if the company has granted options in a different currency than that reported in the table, the company must include a footnote describing the currency and the exercise or base price. This amendment is also made in response to the requirement in subsection 1.3(9) that the company must use the same currency in the prescribed tables of the form.

Item 5 – Pension Plan Benefits

Section 5.1 – Defined benefit plans table

- We amended paragraph 5.1(4)(a) to include the requirement that, for purposes of calculating the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1), the company must assume that the NEO is eligible to receive payments or benefits at year end.

- We added commentary to clarify that the company may calculate the annual lifetime benefit payable in accordance with the formula included as commentary or in accordance with another formula if the company reasonably believes that the other formula produces a more meaningful calculation of the annual lifetime benefit payable at year end.

Section 5.2 – Defined contribution plans table

- In response to questions 6 and 7 published in the notice to the November 2010 Materials and comments received, we removed the requirement in subsection 5.2(3) to disclose the non-compensatory amount, including employee contributions and regular investment earnings on employer and employee contributions.

APPENDIX B

LIST OF COMMENTERS

We received 28 comment letters in response to the request for comment. We thank the commenters for their comments.

1. Astral Media Inc.
2. BC Investment Management Corporation
3. Blake, Cassels & Graydon LLP
4. Bombardier Inc.
5. Canadian Bankers Association
6. Canadian Coalition for Good Governance
7. Canadian Society of Corporate Secretaries
8. CGI Group Inc.
9. Chris Reed (Investor)
10. Edwin A. Simmons (Investor)
11. H. Garfield Emerson
12. Hugessen Consulting Inc.
13. Institutional Shareholder Services
14. Loblaw Companies Limited
15. Mercer (Canada) Limited
16. Metro Inc.
17. Mouvement d'éducation et de défense des actionnaires
18. NEI Investments
19. Ogilvy Renault LLP
20. Ontario Teachers' Pension Plan
21. Pension Investment Association of Canada
22. Praemis Consulting
23. Regroupement Independent des Conseillers de l'Industrie Financière du Québec
24. Robert Gatto (Investor)
25. Shareholder Association for Research & Education
26. Social Investment Organization
27. Towers Watson Canada Inc.
28. WestJet Airlines Ltd.

The comment letters are available at www.osc.gov.on.ca.

In the following summary, we refer to the authors of a comment letter as "the commenter" regardless of the number of authors.

APPENDIX C

SUMMARY OF COMMENTS AND CSA RESPONSES

ITEM	COMMENTS	CSA RESPONSES
GENERAL COMMENTS		
0.1	Generally, 17 commenters supported the proposed amendments and believed they will improve the quality of executive compensation disclosure and help investors make more informed voting and investment decisions.	We thank the commenters for their support.
0.2	Three commenters did not believe that the proposed amendments were needed at this time, given that the new executive compensation disclosure requirements have only been in place for two years, and questioned whether further changes were appropriate at this time.	As part of the rulemaking process, we closely monitor new rules in the first year after implementation to ensure that they are working as intended and we may consider additional communication or additional amendments to address any issues that arise as a result of this monitoring process. As stated in the Notice, the November 2010 Materials were published after reviewing, among others, the issues discussed in CSA Staff Notice 51-331 *Report on Staff's Review of Executive Compensation Disclosure* (CSA Staff Notice 51-331), published on November 20, 2009.
0.3	One commenter noted that, since most investors now participate in the capital markets indirectly through managed funds of one type or another, securities regulators should focus on how compensation structures function for fund managers, and particularly whether their compensation aligns their interests with those of the investors for whom they act, namely whether their compensation is appropriately linked to their performance in creating value for investors.	We thank the commenter for the comment. Reviewing the compensation policies and practices for investment fund managers is beyond the scope of this initiative. We have forwarded this comment to the CSA committee responsible for National Instrument 81-106 *Investment Fund Continuous Disclosure*.
0.4	Commenters support the CSA efforts to harmonize, where possible, the proposed amendments with the executive compensation disclosure requirements in the United States, given the number of companies in Canada that are also listed on U.S. stock exchanges.	We thank the commenters for their support. Our goal is to develop effective executive compensation disclosure rules in Canada. Though we have reviewed the provisions of the *Dodd-Frank Wall Street Reform and Consumer Protection Act* and the latest amendments made by Securities and Exchange Commission that we think are also relevant to Canadian reporting issuers, we have made some departures that we think are appropriate for our Canadian markets.
ITEM 1 – GENERAL PROVISIONS		
1.1	**Section 1.1 – Objective** Commenters asked that we clarify why the language in the objective section (and the corresponding commentary following subsection 3.1(5)) has been revised. In addition, five commenters suggest that the proposed amendment should not be made. In particular, the commenters do not support the amendments made to the requirements in section 3.1 relating to the board's intended annual compensation for option-based awards, because they find the current wording to be more in line with	We have not amended the Form in response to these comments. Subsection 3.1(3) and (4) of the Form requires companies to disclose the fair value of the award on the grant date for share-based awards and option-based awards in the appropriate columns in the Summary Compensation Table (SCT). Under these requirements, the fair value of the award on the grant date for these types of awards must be reported in the SCT in the year of grant irrespective of whether part or all of the award relates to multiple financial years and payout is subject to performance goals and similar conditions, including vesting, to be applied in future financial years. We also

ITEM	COMMENTS	CSA RESPONSES
	the board's decisions and they think that the proposed amendment will be detrimental to appropriate and meaningful disclosure.	clarified this requirement in CSA Staff Notice 51-331.
1.2	**Section 1.2 – definition "named executive officer" (NEO)** Six commenters suggest the words "including any of its subsidiaries" should be revised to clarify that only executive officers that have policy-making functions at the issuer level should be considered as NEOs of the issuer. The commenters believe that executive officers of subsidiaries should not be considered NEOs of the parent company unless they perform a policy-making function with respect to the parent company.	We agree and we do not think that an amendment to the definition of "NEO" is necessary to address this comment. Under the paragraph (c) of the definition of "executive officer" in section 1.1 NI 51-102, a director, an officer, or another employee of a subsidiary of a company is an executive officer of the company if that individual performs a policy-making function in respect of the company. Such an individual would also be an NEO for the purposes of the Form if the individual otherwise satisfies the criteria set out in the definition of "NEO".
	One commenter suggests that we amend the definition of "executive officer" in section 1.1 of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102). In particular the reference to "vice president in charge" should be amended to "executive" in charge to capture presidents of principal business units or subsidiaries.	We acknowledge the comment and we do not propose to amend the definition of "executive officer" to address this comment. We have forwarded this comment to the CSA committee responsible for NI 51-102 for further consideration.
	One commenter suggests that, given the prevalence of reporting issuers which are in turn subsidiaries of other reporting issuers, there should be an exemption, in either the definition of NEO, or in the Form disclosure requirements, for disclosure of executive officers of subsidiaries which themselves are reporting issuers. The commenter argues that, in such circumstances, the CD&A of the parent company would only provide a reference to the disclosure of the public subsidiary and would provide "double counting" of the same disclosure.	We have not made the suggested change. The Form requires disclosure for each CEO and CFO, regardless of their compensation and each of three most highly compensated executive officers whose total compensation is greater than $150,000. Under this definition, an executive officer who otherwise satisfies the definition of "NEO" for the parent company will be an NEO, even if the same individual is also an NEO for the subsidiary. We do not agree that this requirement would result in "double counting" of the same disclosure. The CD&A requires a discussion and analysis of the executive compensation provided to NEOs of the company. In certain circumstances, companies will be required to disclose information about how their compensation policies and decisions apply to an NEO who is also an NEO of a subsidiary or an NEO of the parent.
1.3	**Subsection 1.3(2) – Departures from format** Six commenters support the proposed requirement to clarify that a company may not alter the presentation of the SCT by adding columns or other information and agree that a common format for the SCT creates consistency in reporting.	We thank the commenters for their support. As explained in Staff Notice 51-331, the SCT provides a comprehensive overview of a company's executive compensation policies and practices in a consistent and meaningful way. We have amended subsection 1.3(2) to clarify that companies may choose to add another table and other information, so long as the additional information does not detract from the SCT prescribed in subsection 3.1(1).
	Conversely, four commenters did not support the proposed amendment and recommended that we remove the prohibition on altering the presentation of the SCT.	In light of our response above, we have not amended the Form in response to this comment.
	One commenter suggests that the proposed	We have not amended the Form in response to this

ITEM	COMMENTS	CSA RESPONSES
	requirement to not alter the format of the SCT should be extended to all prescribed tables under the Form. Two commenters suggest that we amend the proposed requirement to permit the addition of a "total direct compensation" column before the "pension benefits" column of the SCT.	comment. We think that the SCT serves as the principal disclosure vehicle for executive compensation and applies to all companies. On the other hand, we think that the other prescribed tables in the Form will not necessarily apply to all companies. We have not amended the Form in response to this comment. We reiterate that subsection 1.3(2) allows a company to provide additional tables and information in the Form, as a supplement to the SCT, if necessary to achieve the objective of executive compensation disclosure in section 1.1 of the Form.
1.4	**Subsection 1.3(9) – Currencies** Two commenters believe the requirement to use a single currency throughout the Form may be too stringent and misleading to investors, as it may be interpreted as prohibiting issuers to disclose factual information in foreign currency in the CD&A where this information is necessary to understand the compensation decisions made by the board of directors. For example, stock options for which the exercise price is set in a different currency should not be converted to Canadian dollars. In addition, one commenter suggests that the requirement to use a single currency apply to all the tables prescribed by the Form, and to the quantification of termination and change of control payments and benefits, but companies be allowed to use the currency or currencies in the CD&A that they believe are the most appropriate to use when explaining their compensation decisions for the year to their investors. Two commenters ask that we clarify the preferred approach to report individual option-based awards disclosed in the outstanding share-based awards and option-based awards table that have been granted with an exercise price in a different currency than reported in the SCT.	We have amended subsection 1.3(9) in response to these comments. We acknowledge that a company's performance goals and similar conditions disclosed in the CD&A may be in a currency different than the currency presented in the tables, which may be for purposes of consistency with financial reporting obligations. We have amended the first paragraph in subsection 1.3(9) of the Form to read: "A company must report amounts required by this form in Canadian dollars or in the same currency that the company uses for its financial statements. A company must use the same currency in the tables prescribed in sections 3.1, 4.1, 4.2, 5.1, 5.2 and 7.1 of this form." We have amended subsection 4.1(3) of the Form to read: "If the option was granted in a different currency than that reported in the table, include a footnote describing the currency and the exercise or base price."
1.5	**Subsection 1.3(10) – Plain Language** Five commenters believe that the requirement to explain "how specific NEO and director compensation relates to the overall stewardship and governance of the company" is unclear and confusing and that the words "overall stewardship and governance of the company" seem to tie compensation disclosure with board and NEO fiduciary duties. One commenter suggests that the requirement be amended to provide that companies should be disclosing how their executive compensation policies and procedures incentivize management to achieve their companies' stated objectives, overall strategy and risk management objectives.	We acknowledge the comment and disagree. We have not amended the Form as we think the words "how specific NEO and director compensation relates to the overall stewardship and governance of the company" are tied to the overall objective of executive compensation disclosure set out in section 1.1 of the Form. In light of our response above, we have not amended the Form in response to this comment.

ITEM	COMMENTS	CSA RESPONSES
ITEM 2 – COMPENSATION DISCUSSION & ANALYSIS (CD&A)		
2.1	**Section 2.1 – CD&A (materiality)** One commenter suggests that we amend subsection 2.1(1) by inserting the words "material aspect of" following the word "include" and preceding the words "the following" so that there is an element of materiality added to the requirements for CD&A disclosure.	We continue to think that companies must determine which of their compensation policies and practices are significant and disclose these policies and practices if necessary to satisfy the objective set out in section 1.1 of the Form.
2.2	**Section 2.1 – CD&A (additional commentary)** Five commenters did not support the additional commentary asking the company to consider whether the company will be making any significant changes to its compensation policies and practices in the next financial year and disclose the changes. They argued that this proposed disclosure requirement would force companies to speculate about whether any significant compensation changes may take place in the future.	We disagree. The additional commentary after section 2.1 of the Form is provided as an example of disclosure concerning compensation and is not intended to be a prescribed requirement. We note that a company would only be required to discuss whether the company will be making significant changes to its compensation policies and practices in circumstances where the company has committed to any such changes. The additional commentary is not asking companies to speculate about whether any compensation changes may take place in the future.
2.3	**Subsection 2.1(3) – Benchmarking** Five commenters suggest that we expand the benchmarking requirement to require companies to explain why the benchmark group and criteria chosen is considered by the company to be relevant or, if the company does not benchmark, explain the rationale for not using any benchmark peer group.	In CSA Staff Notice 51-331, we reported that a number of companies did not clearly explain their benchmarking methodologies and did not fully explain how they used that information in decisions about executive compensation. We have included additional commentary to section 2.1 of the Form to read: "*3. If the company used any benchmarking in determining compensation or any element of compensation, include the benchmark group and describe why the benchmark group and selection criteria are considered by the company to be relevant."* We have not amended the Form to require companies who do not benchmark to explain the rationale for not using any benchmark peer group. We think the Form does not require companies to disclose information relating to executive compensation practices that do not apply to a company's particular circumstances.
2.4	**Subsection 2.1(4) – Performance goals or similar conditions (serious prejudice exemption) – support** Ten commenters agree that a company should be required to explicitly state that it is relying on the serious prejudice exemption and explain why disclosing the relevant performance goals or similar conditions would seriously prejudice the company's interests. The commenters made the following additional comments in support of the proposed amendment: • Companies have previously relied on the	We thank the commenters for their comments.

ITEM	COMMENTS	CSA RESPONSES
	serious prejudice exemption without sufficient justification, even when the relevant information was previously disclosed in other publicly filed documents. • The statement that the disclosure of broad corporate-level financial performance metrics will not in itself be considered by the CSA to result in 'serious prejudice' is a useful clarification to the disclosure requirements. • The proposed amendment will assist companies in formulating and articulating their use of the serious prejudice exemption. One commenter believes that a company should only be able to avail itself of the serious prejudice exemption if it has previously applied and received written authorization from the securities regulatory authority following pre-established criteria. This exemptive relief application should also be disclosed in the CD&A.	We have not amended the Form in response to this comment. We note that we have an ongoing commitment to conduct normal course continuous disclosure reviews. These reviews typically include consideration of a company's executive compensation disclosure, including the disclosure of performance goals or similar conditions and the company's reliance on the "serious prejudice" exemption. Though we do not generally disclose the results of individual reviews, we may publish additional guidance in the form of a staff notice if we find recurring deficiencies or themes in the disclosure that we believe will be of interest to other companies.
2.5	**Subsection 2.1(4) – Performance goals or similar conditions (serious prejudice exemption) – no support** Nine commenters did not support the proposed amendment limiting the use of the serious prejudice exemption and are concerned with the proposed language to the effect that a company's interests should not be considered to be seriously prejudiced solely by disclosing performance goals or similar conditions if those goals or conditions are based on broad corporate-level financial performance metrics, such as earnings per share, revenue growth and earnings before interest, taxes, depreciation and amortization (EBITDA). The commenters asked that we reconsider our approach and remove this proposed amendment. The commenters made the following additional comments: • Requiring companies to state the basis on which they are not providing certain disclosure is anomalous in securities legislation, as companies generally are not required to disclose when they are not disclosing something on the basis the requirements do not require disclosure. • There is a fundamental difference between disclosing general financial information and financial targets used for setting compensation.	We disagree and we have not amended the Form in response to these comments. Subsection 2.1(1) of the Form requires a company to discuss how it determined compensation amounts for each significant element of executive compensation. This disclosure requirement includes any performance goals or similar conditions that are based on objective, identifiable measures, such as the company's share price or earnings per share. We do not think that we have narrowed the circumstances upon which a company may rely on the "serious prejudice" exemption in subsection 2.1(4) of the Form. In CSA Staff Notice 51-331, we stated that disclosing performance metrics based on broad corporate-level financial performance measures like EPS, revenue growth and EBITDA, would not seriously prejudice the company's interests. In addition, these measures are generally publicly available in other disclosure documents or can be easily derived and calculated from the company's public disclosure. Companies that do not disclose specific performance goals must also state what percentage of the NEO's total compensation relates to the undisclosed information and how difficult it would be for the NEO, or how likely it would be for the company, to achieve the undisclosed performance goal. We continue to think that this exemption strikes an appropriate balance between the interests of companies and investors. The "serious prejudice" exemption only

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	For example, financial targets used in making compensation decisions are frequently subject to exceptions and are not in accordance with Canadian GAAP or IFRS. • Performance goals or similar conditions used for compensation are often based on the results of an NEO's business unit, division or subsidiary. • Disclosure of this information could provide a company's competitors with insight into its confidential business plans and strategies by allowing competitors to compare performance goals or similar conditions against the company's publicly disclosed results and identify the factors and underlying assumptions that are reflected in the company's confidential business plans. • Disclosure of this information could provide valuable information to competitors seeking to solicit the company's executive officers and could result in upward pressure on companies to increase the compensation of their executive officers. • Aggressive performance goals (i.e. "stretch targets") designed to encourage executive performance are often very sensitive and subjective information. In most cases, they should not be disclosed, even on a historical basis. • Disclosure of forward-looking performance goals or similar conditions may inadvertently and indirectly provide future oriented financial information (FOFI).	applies to target levels concerning specific quantitative and qualitative performance related factors or criteria that would seriously prejudice the company's interests. Thus, even if the disclosure of a target level itself may seriously prejudice the company's interests in a particular case, disclosure of the metric itself would typically not. We also note that this exemption does not apply if a performance target level or other factor or criteria has been publicly disclosed.
2.6	**Subsection 2.1(4) – Performance goals or similar conditions (additional disclosure requirements)** Two commenters suggest that subsection 2.1(4) should include a requirement for companies to specifically explain why certain performance metrics were chosen and how these metrics align with the company's strategic plan and long-term priorities. In addition, two commenters suggest that subsection 2.1(4) should include a requirement for companies to explain, in the absence of specific performance goals or similar conditions for NEOs, how the company has historically implemented a robust pay-for-performance structure in recently completed financial years and whether discretion is used by the board of directors with respect to payouts.	We thank the commenters for their comments. At this time, we do not think additional amendments to the Form are necessary. We note that such disclosure may be required to be included in the CD&A under subsection 2.1(1) of the Form where it is necessary to describe or explain the objectives of any compensation program or strategy, or how each element of compensation and the company's decisions about that element fit into the company's overall compensation objectives and affect decisions about other elements. In CSA Staff Notice 51-331, we also noted that companies who applied discretion to either increase or decrease compensation following the initial setting of performance goals or similar conditions must fully explain the discretionary process in their CD&A in order to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form.

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2.7	**Subsection 2.1(4) – Performance goals and similar conditions (use of discretion by the board)** Four commenters recommend that the new commentary asking the company to consider whether the board of directors can exercise discretion to award compensation during the most recently completed financial year should be elevated as a disclosure requirement. These commenters believe investors should be provided with information with respect to the extent, if any, that the board of directors or the compensation committee exercises discretion to award compensation where performance goals have not been met, or waives or changes performance goals to payout, or increases compensation beyond previously approved levels.	We thank the commenters for their comments. At this time, we do not think that additional amendments to the Form are necessary. We note that such disclosure may be required to be included in the CD&A under subsection 2.1(1) of the Form to describe or explain the significant elements of compensation, including how the company determines the amount (and, where applicable, the formula) for each element of compensation. We also noted in CSA Staff Notice 51-331 that companies who applied discretion to either increase or decrease compensation following the initial setting of objective performance goals should have clarified in the CD&A that the objective measures were only intended to be guidelines and explained the importance of board discretion in determining the actual bonus paid to each NEO.
2.8	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (general)** Ten commenters agree that expanding the scope of the CD&A to require disclosure concerning a company's compensation policies and practices as it relates to risk will provide meaningful disclosure and help investors make more informed voting and investment decisions. One commenter further believes that the proposed requirement is preferable to the approach taken by the SEC, which requires disclosure only if risks arising from compensation policies and practices are "reasonably likely to have a material adverse effect" on the company.	We thank the commenters for their support.
	However, two commenters are concerned that the proposed risk disclosure requirement will not provide meaningful information to investors and could result in boilerplate disclosure that may give investors a false sense of comfort regarding the company's compensation policies and practices as they relate to risk and risk-taking or over-emphasize the importance of compensation-related risks in a document where there is no other risk-related disclosure.	We note that we have an ongoing commitment to conduct normal course continuous disclosure reviews. These reviews typically include consideration of a company's executive compensation disclosure, including the disclosure of risks related to compensation policies and practices. Though we do not generally disclose the results of individual reviews, we may publish additional guidance in the form of a staff notice if we find recurring deficiencies or themes in the disclosure that we believe will be of interest to other companies.
	Five commenters think that the proposed risk disclosure requirement is not necessary and note that the current requirements relating to risk factor disclosure prescribed by Form 51-102F1 *Management Discussion & Analysis* (Form 51-102F1) and Form 51-102F2 *Annual Information Form* (Form 51-102F2) are broad enough to cover material risks, including those relating to compensation. As such, the compensation risks that	We acknowledge the comments. While certain risk disclosures are already required by the other Instruments noted (such as Form 51-102F1 and Form 51-102F2), we think that the disclosure of any material risks related to compensation policies and practices will provide investors with clearer and more meaningful executive compensation disclosure. We acknowledge that there may be duplication in some situations, however the disclosure requirements in the Form go beyond those

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	are "reasonably likely to have a material effect on the company" should not be required to appear in the CD&A if they are not required to be listed in the Management Discussion & Analysis or the Annual Information Form.	prescribed by the other Instruments as a company is also required to disclose: (i) the nature and extent of the board's role in the risk oversight of compensation policies and practices; and (ii) any practices used to identify and mitigate compensation policies and practices that could encourage a named executive officer (NEO) or individual at a principal business unit or division to take inappropriate or excessive risks.
2.9	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (independent risk report)** One commenter believes that the proposed disclosure requirement should be expanded to require the disclosure of a report from an independent risk management expert certifying the rigorousness of the practices used to identify and mitigate compensation policies and practices that could potentially encourage NEOs or individuals at a principal business unit or division to take inappropriate or excessive risks.	We have not amended the Form in response to this comment. When proposing rule amendments, we must consider the costs of new regulation imposed on companies and whether those costs are justified by the likely outcomes. We do not think that the benefits of disclosing a report from an independent risk management expert certifying the company's risk management practices related to compensation policies and practices will outweigh the additional costs imposed to companies.
2.10	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (scope of risk analysis)** One commenter recommends that the disclosure requirement be limited to NEOs to simplify the risk assessment and related disclosure obligation. One commenter believes that a meaningful discussion of risk in the context of compensation should include individuals other than NEOs given that they may participate in activities that could present significant risks to the company.	We have not amended the Form in response to this comment. We think there may be risks related to compensation policies and practices for individuals beyond NEOs, including at a principal business unit of the company, which could have a material adverse effect on the company. We agree with the commenter.
2.11	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (drafting suggestion)** Five commenters suggest adding the words "or a committee of the board" in the first sentence after the words "disclose whether or not the board of directors" to recognize that compensation-related duties can be delegated.	We have amended subsection 2.1(5) to include the words "or a committee of the board".
2.12	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (environmental, social and governance risks)** Six commenters suggest that the CD&A should be expanded to require disclosure concerning a company's compensation policies and practices as they relate to environmental, social and governance (ESG) risks. If a company does not have an ESG policy with regard to compensation, it should be mandated to disclose this. Moreover, if a company	We do not think that additional amendments to the commentary to section 2.1 of the Form are necessary to respond to these comments. The current commentary to section 2.1 of the Form includes the following example: • *compensation policies and practices that do not include effective risk management and regulatory*

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	has a policy relating to ESG metrics to executive compensation, it should be required to disclose this policy.	*compliance as part of the performance metrics used in determining compensation* We believe that the example described above would include ESG risks that may have a material adverse effect on the company and ESG policies designed to mitigate risks with respect to the company's compensation policies and practices. We note that a company seeking additional guidance on disclosure of environmental matters, including risks, should refer to CSA Staff Notice 51-333 *Environmental Reporting Guidance.* We also note that, if a company's executive compensation decisions are based on ESG metrics and/or risks, disclosure of NEO pay in relation to these ESG metrics and/or risks must be provided if necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form. We also note that such disclosure may be required to be included in the CD&A under subsection 2.1(1) of the Form if necessary to describe or explain the objectives of any compensation program or strategy, or how each element of compensation and the company's decisions about that element fit into the company's overall compensation objectives and affect decisions about other elements.
2.13	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (additional issues that a company may consider to discuss and analyze)** Two commenters suggest adding language to the commentary to include examples and clarify that the list of situations, provided as commentary, that a company may consider to discuss and analyze in determining whether executive officers could be encouraged to take inappropriate or excessive risks is not exhaustive. While most commenters agreed that the examples provided in the supporting commentary were useful, the commenters suggested that we expand the commentary to include additional examples of excessive risk taking through pay practices such as: • Incentive plans based on financial results that do not have a maximum benefit or "cap". • The use of discretion to adjust NEO compensation after it is determined under previously approved criteria. • Decision-making structures in which executive officers are determining their own compensation or conflicts of interest on the compensation involving directors who are also NEOs of other companies. • Large retention bonuses or guaranteed	We have amended the commentary to section 2.1 to clarify that examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks provided in the commentary are not exhaustive. We think that many of the examples suggested by the commenters are already included in the commentary to section 2.1. We have, however, amended the commentary to section 2.1 of the Form to include some of the suggested examples that were not included in the proposed amendments for comment, including: • *incentive plan awards that do not provide a maximum benefit or payout limit to executive officers.*

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	compensation set out in multi-year employment contracts without a performance linkage. • Excessive single trigger change in control and severance agreements that can result in excessive payouts to executive officers and directors for supporting a change in control. • Interest-free or low interest loans extended by a company to executive officers for the purpose of exercising options or acquiring equity awards. • The ability of executive officers to hedge downside risks related to variable compensation. • General omission of timely information necessary to understand the company's compensation policies and practices, including the omission of material contracts, agreements or other shareholder disclosure documents. The commenters also suggest that we include commentary which includes examples of compensation policies and practices that the company has adopted to mitigate risks such as: • Undertaking scenario analysis to stress test the company's compensation policies and practices. • Compensation policies and practices (such as clawback or "malus" polices) that require repayment or forfeiture of compensation earned by taking excessive risks. • Share ownership guidelines.	We have not amended the commentary to section 2.1 of the Form to include the suggested examples. We note that paragraph 2.1(5)(b) requires the company to disclose any practices the company uses to identify and mitigate compensation policies and practices that could encourage an NEO or individual at a principal business unit or division to take inappropriate or excessive risks.
2.14	**Paragraph 2.1(5)(c) – Disclosure of risks associated with compensation policies and practices (identified risks)** One commenter suggests that we amend paragraph 2.1(5)(c) to clarify that a discussion of risks that are reasonably likely to have a material adverse effect on the company should be included even if the board has not identified any compensation policies and practices that are reasonably likely to have a material adverse effect on the company.	We have not made the suggested change. By focusing the requirement to risks that are reasonably likely to have a material adverse effect on the company, we think that investors will have sufficient information to make more informed voting and investment decisions.
2.15	**Subsection 2.1(5) – Disclosure of risks associated with compensation policies and practices (continuous disclosure review)** Two commenters suggest that the CSA commit to conduct a review of the risk disclosures within two years and then refine these requirements to encourage more uniform and complete disclosure.	We note that we closely monitor new rules in the first year of implementation to ensure that they are working as intended. We also note that we have an ongoing commitment to conduct normal course continuous disclosure reviews. These reviews typically include

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		consideration of a company's executive compensation disclosure. Though we do not generally disclose the result of individual reviews, we may publish additional guidance in the form of a staff notice if we find recurring deficiencies or themes in the disclosure that we believe will be of interest to other companies. If warranted, such a staff notice may provide additional guidance on the disclosure of risks associated with compensation policies and practices.
2.16	**Subsection 2.1(6) – Disclosure regarding NEO or director hedging (general)** Nine commenters support the proposed amendment to require companies to disclose whether the NEOs or directors are permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held by the NEO or director. Two commenters also expect that this proposed requirement will cause companies to introduce explicit policies prohibiting hedging of equity-based compensation awards and securities held under share-ownership requirements. One commenter believes that any hedging transactions from NEOs or directors should be strictly prohibited. Four commenters did not think the proposed amendment would provide useful information to investors and were of the view that the insider reporting requirements on SEDI already require companies to disclose whether NEOs or directors engage in any hedging transactions. If the CSA decides to include this requirement in the CD&A, the commenters suggest that the proposed requirement should not focus on whether any NEO or director is permitted to engage in any hedging activities but whether or not any NEO or director has in fact done so during the previously completed financial year.	We thank the commenters for their support. We have not made the suggested change. The objective of executive compensation disclosure is to communicate the compensation policies and practices of the company as opposed to endorsing or prohibiting particular compensation practices or policies. We acknowledge these comments. However, we think that the ability of a director or an NEO to engage in any hedging transactions is a potential risk that could have a material adverse effect on the company. We think that companies will have enough flexibility to provide the disclosure they deem necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form.
2.17	**Subsection 2.1(6) – Disclosure regarding NEO or director hedging (additional disclosure)** Two commenters suggest that, in addition to the proposed disclosure requirement, companies should also be required to disclose in plain language whether any NEOs and directors, during the most recently completed financial year, engaged in any hedging activities, including a description of the actual hedging instruments. These commenters also argue that providing the names of NEOs or directors who have engaged in hedging activities will not impose additional costs to companies and will allow investors to perform a	We acknowledge these comments but do not propose to amend the Form to include this suggested change at this time. We note, however, companies may choose to disclose, whether any NEOs and directors, during the most recently completed financial year, engaged in any hedging activities, including a description of the actual hedging instruments, if necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form.

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	more targeted and efficient search in SEDI to determine whether a significant misalignment of interests has occurred.	
2.18	**Section 2.2 – Performance graph** One commenter recommends that, in addition to the present requirement, companies should be required to compare the cumulative total shareholder return against a sector performance metric specific to the company and industry.	We have not made the suggested change. Section 2.2 does not require companies to use a single performance metric. Companies may use any performance metric they see fit to describe and justify their compensation policies and practices, provided that these performance metrics do not detract from the provision of meaningful and accessible disclosure of compensation information. We note that companies must disclose other pertinent performance metrics, if necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form.
2.19	**Paragraph 2.4(2)(a) – Compensation committee (names of committee members)** One commenter suggests that paragraph 2.4(2)(a) be amended to provide the names of each compensation committee member and, in respect of each member, whether or not the member is independent or is not independent. The current provision only requires the company to disclose whether "the committee is composed entirely of independent directors", and does not require disclosure concerning the independence of each member of the compensation committee. The same commenter further suggests that subsection 2.4(2) of the proposed amendments be amended to provide the following disclosures in respect of the members of the compensation committee, in addition to stating whether each member is independent or not independent: (i) A description of any relationship with the company or its affiliated or subsidiary entities, with a significant shareholder of the issuer or with any of the executive officers of the issuer that the board of directors considered in determining the director's independence; and (ii) If the director has a relationship referred to in paragraph (i), a discussion of why the board of directors considers the director to be independent.	We have amended paragraph 2.4(2)(a) to read: "disclose the name of each committee member and, in respect of each member, state whether or not the member is independent or not independent." We have not amended the Form to include this suggested change. The definition of director independence for audit committee composition and corporate governance purposes is found in National Instrument 52-110 *Audit Committees* (NI 52-110). Subject to the "bright-line" tests in subsection 1.4(3) of NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the company. As noted in CSA Staff Notice 58-305 *Status Report on the Proposed Changes to the Corporate Governance Regime*, the CSA decided, based on the comments received, to not implement proposed changes to the corporate governance regime originally published on December 19, 2008.
2.20	**Paragraph 2.4(2)(c) – Compensation committee (skills and experience of committee members)** One commenter noted that the proposed paragraph (c) about compensation committee's skills and experience reflects the increasing importance shareholders are attaching to compensation	We thank the commenter for its support.

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	matters, as well as an acknowledgement of the complexity of the issues considered by the compensation committee.	
	One commenter is concerned that the disclosure required under paragraph (c) could increase the chances that a director will be singled out in civil litigation by virtue of having certain “skills” or qualifications.	We disagree. We note that the disclosure required under paragraph (c) does not impose any additional legal obligations or increase a director's fiduciary obligations and their responsibility to manage or supervise the management of the business and affairs of the company. We think this additional disclosure improves the quality of disclosure provided to investors and will satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form to provide insight into executive compensation as a key aspect of the overall stewardship and governance of the company.
	One commenter believes that the proposed paragraph (c) appears to be an unduly narrow focus on the skills and experience that are relevant to a compensation committee member’s duties and responsibilities. If such disclosure is required, the commenter questions whether all experience and expertise relevant to making decisions as to compensation policies and practices be appropriately disclosed.	We disagree. Please see our response immediately below.
	Five commenters believe that the appropriate requirement regarding skills and experience should focus on the composition of the board as a whole in order to ensure that the board has the right mix of skills and competencies. Four commenters suggest that we amend paragraph 2.4(2)(c) to read: “describe the skills and experience that enable the board of directors or a committee of the board to make decisions on the suitability of the company’s compensation policies and practices;”.	We have amended paragraph 2.4(2)(c) the Form by removing the words “that are consistent with a reasonable assessment of the company’s risk profile” because we think that these words are unnecessary and confusing. We also think that these words detracted from the intent of paragraph 2.4(2)(c) to disclose the skills and experience relevant to making decisions about the company’s compensation policies and practices. However, we have not amended the Form to extend the disclosure requirement to the board of directors. The requirements in subsection 2.4(2) of the Form apply to companies who have established a compensation committee. If the company has not established a compensation committee, we think that the company may describe the skills and experience that enable the board of directors to make decisions on the suitability of the company’s compensation policies and practices as part of the requirements in subsection 2.4(1) of the Form.
	The commenters also suggest that we provide guidance on the expected disclosure similar to the guidance under Part 4 of the Companion Policy to NI 52-110 *Audit Committees* with respect to financial literacy, financial education and experience. The commenters view that the proposed requirement seems to be more difficult to meet and less clear than what is required in NI 52-110.	We do not propose to include additional commentary to the Form in response to these comments. We think that it is more appropriate for the board of directors to determine the skills and experience that its directors have with respect to determining the suitability of the company’s compensation policies and practices. We note, however, that though we have not provided additional commentary at this time, we closely monitor new requirements in the first year after implementation.

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	One commenter suggests that we amend the proposed requirement to encourage the disclosure of committee members' education and training in compensation matters.	We acknowledge these comments but do not propose to amend the Form to include this suggested change at this time.
2.21	**Paragraph 2.4(3)(c) – Compensation consultants or advisors** Two commenters suggest that paragraph 2.4(3)(c) be amended to clarify that disclosure is required if the consultant or advisor or any of its affiliates has provided any services for the company, any of its affiliated or subsidiary entities, or any of its directors or members of management other than or in addition to compensation services for any of the company's directors or executive officers.	We have amended paragraph 2.4(3)(c) of the Form to read: "If the consultant or advisor has provided any services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to compensation services provided for any of the company's directors or executive officers, (i) state this fact and briefly describe the nature of the work, (ii) disclose whether the board of directors must pre-approve other services the consultant or advisor, or any of its affiliates, provides to the company at the request of management."
	One commenter suggests that, whether disclosing the fees paid by the company to the consultant for other services to the company will assist investors in assessing potential conflicts of interest, the proposed amendments should be revised to provide that companies are required to disclose all potential conflicts of interest relating to their compensation consultants. For example, if a compensation consultant is involved in determining the compensation for a member of the compensation committee of a company who is also an executive at another company, the commenter states that this would be a potential conflict of interest that should be disclosed, but would not be captured by the proposed amendment.	We have not amended the Form to include this suggested change. By focusing the requirement on other services performed to the company and a breakdown of all fees provided, we think that investors will have sufficient information to make more informed voting and investment decisions.
2.22	**Paragraph 2.4(3)(d) – Disclosure of fees paid to compensation consultants and advisors (generally)** Generally, eight commenters support the proposed requirement to disclose fees paid to compensation consultants and advisors for each service provided in all circumstances and think that the disclosure of the fees paid to compensation consultants or advisors is useful to assess the company's compensation policies and practices.	We thank the commenters for their support.
	Two commenters do not support the proposed requirement and are concerned that such disclosure will merely further drive upward the costs of compensation determination.	We disagree. We think the requirement to provide a breakdown of all fees paid to compensation consultants or advisors for each service provided will enhance the transparency of the company's compensation policies and practices and will provide investors with clearer and more

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		meaningful executive compensation disclosure.
	Six commenters think that there should be no disclosure obligation to disclose the fees of compensation consultants and advisors who did not provide additional services to the company.	We have not amended the Form to include this suggested change. We believe that the disclosure of fees paid to compensation consultants provides meaningful information about the company's compensation policies and practices in all situations, regardless of whether the compensation consultant or advisor provided other services to the company.
2.23	**Paragraph 2.4(3)(d) – Disclosure of fees paid to compensation consultants and advisors (definition)** Two commenters request that we clarify whether "compensation consultant or advisor" would include legal, accounting, tax and other advisors.	We confirm that compensation consultant or advisor does not include legal, accounting and tax. We note that the previous requirement in Item 7(d) of Form 58-101F1 *Corporate Governance Disclosure* also included the words "compensation consultant or advisor". We do not think that an amendment to paragraph 2.4(3)(d) of the Form is necessary in response to these comments.
2.24	**Paragraph 2.4(3)(d) – Disclosure of fees paid to compensation consultants and advisors (materiality threshold)** Eight commenters agree that we should not impose a materiality threshold in disclosing the fees paid to compensation consultants or advisors. Five commenters believe that there should be a fee materiality threshold consistent with the approach adopted by the SEC (e.g. US$120,000). In addition, where fee disclosure is required because it exceeds the threshold, two commenters suggest that the total fees charged by the consultant for all services rendered should also be expressed in relation to the total revenues of the consulting firm so that the reader can have a sense of the materiality of fees. One commenter suggests that the following information should also be disclosed: • The number of company shares held by the compensation expert or his firm, and • Any business relationship between the compensation expert and a member of the board directors, a member of the compensation committee, or with companies with which board members have professional relationships.	We thank the commenters for their support. Consistent with the proposed amendment published for comment, paragraph 2.4(3)(d) of the Form does not include a materiality threshold. We thank the commenters for their comments. However, we do not propose to amend the Form to include the suggested changes at this time.
2.25	**Paragraph 2.4(3)(d) – Disclosure of fees paid to compensation consultants and advisors (materiality threshold)** One commenter requests that we clarify that companies must disclose the aggregate fees paid to each compensation consultant or advisor retained on a "per consultant basis" and may not aggregate	We confirm that companies must disclose aggregate fees paid on a "per consultant" basis. We have amended subparagraphs 2.4(3)(d)(i) and (ii) in response to this comment.

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	the amounts paid to all consultants.	
ITEM 3 – SUMMARY COMPENSATION TABLE (SCT)		
3.1	**Subsection 3.1(4) – Fair value of option-based awards** One commenter suggests that we amend the requirement for disclosure of the fair value of option-based awards granted to provide that, where option-based awards are performance-based, and the results of the formula are known when the disclosure is prepared, the amount to be included in the SCT should be the net value of the option-based awards that the NEO actually received on the achievement of the performance measures. The commenter also states that the current requirement permits companies to alter the layout of the SEC in order to disclose its total compensation more fully and accurately.	Please see our response to comment 1.3. Under subsection 1.3(2) of the Form, a company may not alter the presentation of the SCT by adding columns or other information. Subparagraph 1.3(2)(a)(ii) also clarifies that companies may choose to add another table, column or other information, so long as the additional information does not detract from the SCT prescribed in section 3.1 of the Form.
3.2	**Subsection 3.1(5) – Reconciliation to "accounting fair value"** Five commenters support the proposed amendment to require, in all circumstances, companies to disclose the methodology used to calculate grant date fair value of all equity-based awards, including key assumptions and estimates used for each calculation and why the company chose that methodology. Conversely, four commenters believe that companies should be allowed to cross-reference to their financial statements with respect to the methodology used to calculate grant date fair value of equity-based awards. One commenter believes that the requirement to describe the methodology and disclose the key assumptions used in calculating grant date fair value would not provide useful information to investors and would require significant time commitments for companies to prepare and for investors to interpret. The commenter said that companies often use different sets of assumptions to value grants made to different groups of employees and also note that when grants are made at various dates during the year, the assumptions will vary from one grant to another and disclosure of each would potentially result in an excessive amount of information.	We thank the commenters for their support. We disagree. We have not amended the Form to make the suggested change. We think that disclosing the methodology, including the key assumptions and estimates, used to calculate the accounting fair value reported in the company's SCT provides useful information to investors in all circumstances.
3.3	**Subsection 3.1(10) – All other compensation** One commenter suggests that we clarify that column (h) "all other compensation" should only be	We do not think that any further amendment to the Form is necessary. Subsection 3.1(13) of the Form provides

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	confined to perquisites that are not properly characterized as salary or bonus payments and that cash payments made in lieu of pension benefits that are essentially characterized as part of a salary or bonus should not be disclosed in column "h".	that any compensation an NEO elects to exchange must be reported as compensation in the column appropriate for the form of compensation exchanged.
3.4	**Paragraph 3.1(10)(i) – Personal registered retirement savings plan** One commenter suggests that we replace the words "to a personal registered retirement savings plan" with "to a personal savings plan like a registered retirement savings plan". Two commenters ask whether this change applies equally to "Group" RRSPs sponsored by the company as well as to individual RRSPs and ask that the word "personal" be deleted from the proposed wording.	We have amended paragraph 3.1(10)(i) of the Form to read: "any company contribution to a personal savings plan like a registered retirement savings plan made on behalf of the NEO". This would include any registered retirement savings plan sponsored by the company.
ITEM 4 – INCENTIVE PLAN AWARDS		
4.1	**Subsection 4.1(7) – Market or payout value of share-based awards that have not vested** One commenter explains that many companies prefer to report their unvested share-based awards in the table at target, rather than at threshold or on some other basis, as they believe that this disclosure is more useful information to provide to investors. The commenter also explains that, in many share-based award plans with performance vesting requirements, the minimum payout is nil if the threshold performance requirements are not met.	We acknowledge the comment but have not amended the Form to make the suggested change. Companies should present this information in the clearest manner possible. Companies may report the market or payout value of unvested share-based awards at target if they believe the disclosure is necessary in order to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form.
4.2	**Subsection 4.1(8) – Disclosure of market value of vested share-based awards** Two commenters recommend that we remove the requirement to disclose the aggregate market value or payout value of vested share-based awards that have not been paid or distributed. The commenters felt that the proposed requirement may generate double-counting of the same compensation. To address these concerns, one commenter suggests that we add an additional column entitled "Number of shares or units of shares that have vested and have not been paid out or distributed".	We have not amended the Form in response to these comments. The requirement to disclose the aggregate market value or payout value of vested share-based awards that have not paid out or distributed is different and serves a different purpose than the requirement in subsection 4.2(3) of the Form, since the table required by subsection 4.2(1) of the Form is intended to capture the value of all awards that were vested or earned during the most recently completed financial year. We have not made the suggested change. Please see our response above.
4.3	**Section 4.2 – Value vested or earned during the year** One commenter recommends that we delete column (d) of this table for non-equity incentive plan compensation because the column merely reiterates the same amounts described in the SCT for the current year.	We have not made the suggested change. While we acknowledge that the value reported in column (d) of the "Value vested or earned during the year" table will be the same value, or the sum of the value reported for annual incentive plans and long-term incentive plans, that is disclosed in the SCT under subsection 3.1(8), we think

ITEM	COMMENTS	CSA RESPONSES
		that the table required by subsection 4.2(1) of the Form serves a different purpose than the SCT and is intended to capture the value of all awards that were vested or earned during the most recently completed financial year.
ITEM 5 – PENSION PLAN BENEFITS		
5.1	**Subsection 5.1(4) – Commentary (calculation of annual benefits payable at year-end)** Two commenters disagree with the proposed formula for calculating the annual benefit payable at year end for the following reasons: • There is not necessarily one single "presumed retirement age" used to calculate the present value of the obligation. Rather, a company may be assuming probabilities of retirement at various ages. • Using the benefit payable at the presumed retirement age and multiplying it by the ratio of years of credited service at year end to years of credited service at presumed retirement age is different than current practice. • It is not appropriate to prorate over credited service at year end in all pension designs. Both commenters suggest that paragraph 5.1(4)(a) should prescribe a specific age, such as age 65, which will enable comparison of information from one reporting period to the next. In the alternative, one of the commenters suggests we should remove the proposed formula.	We have amended subsection 5.1(4) of the Form in response to these comments. Paragraph 5.1(4)(a) reads as follows: "In column (c), disclose (a) the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1) based on years of credited service reported in column (b) and actual pensionable earnings as at the end of the most recently completed financial year. For purposes of this calculation, the company must assume that the NEO is eligible to receive payments or benefits at year end" We have also amended the commentary to subsection 5.1(4) to clarify that a company may calculate the annual lifetime benefit payable in accordance with the methodology included in the commentary or in accordance with another formula if the company reasonably believes that it produces a more meaningful calculation of the annual lifetime benefit payable at year end.
5.2	**Subsection 5.2(3) Non-compensatory amounts** Thirteen commenters do not object to the elimination of the requirement to disclose employee contributions and regular investment earnings on employer and employee contributions. Four commenters believe that column (d) of the defined contribution plans table should be maintained since the non-compensatory amount would also include deemed investment earnings on the defined contribution accumulations to the extent they are not considered above-market or preferential earnings and would create a liability to the company.	We thank the commenters for their comments. In response to the comments, we have deleted subsection 5.2(3) of the Form. We note, however, that the other requirements in section 5.2 of the Form remain the same.
5.3	**Section 5.2 – Defined contribution plans table (accumulated value at start of year)** One commenter suggests deleting column (b) "accumulated value at start of year", if column (d) "non-compensatory amount" is deleted, leaving the defined contribution plan table to simply show the compensatory amount (currently column (c)) and the accumulated value at year end (currently column (e)).	We have not amended the Form in response to this comment. We think that including the "accumulated value at start of year" column provides meaningful information to investors and will facilitate year-to-year comparisons of the accumulated value of defined contribution plans.

ITEM	COMMENTS	CSA RESPONSES
5.4	**Section 5.2 (Commentary)** One commenter suggests that the proposed wording to commentary number 2 should be revised to the following: "*Registered retirement savings plans can be excluded from the defined contribution plans tables, however, any contributions made by the company or a subsidiary of the company to a registered retirement savings plan on behalf of the NEO must still be disclosed in column (h) of the Summary Compensation Table, as required by paragraph 3.1(10)(i)*."	We have amended the commentary to section 5.2 of the Form to read: *"Any contributions made by the company or a subsidiary of the company to a personal savings plan like a registered retirement savings plan made on behalf of the NEO must still be disclosed in column (h) of the Summary Compensation Table, as required by paragraph 3.1(10)(i)."*
AMOUNT REALIZED UPON EXERCISE OF EQUITY AWARDS		
6.1	Six commenters do not support the CSA's intention of not reintroducing the requirement to disclose the amount realized from the exercise of stock options. The commenters made the following additional comments in support of reintroducing the requirement: • The disclosure provided at the time of grant is an estimate of what the Board believes it was paying the NEO and does not provide information on what the NEO actually received. Six commenters support the CSA's intention not to reintroduce this requirement and made the following additional comments against reintroducing the requirement. • The current disclosure requirements with respect to grant date fair value already assume that the issuer takes into account the fair market value of equity grants. A requirement to disclose the amount realized upon exercise of equity awards is duplicative and misleads the reader to think that the executive has obtained a new benefit from the issuer, where the expected benefits were already disclosed at the time of grant. • Disclosing the amount realized from previous grants shifts the focus away from the compensation decisions made during the given year.	We thank the commenters for their comments. We continue to think that the executive compensation disclosure rules should be focused on the board's compensation-based decisions, rather than the executive officer's investment decisions. While we not intend to reintroduce this requirement at this time, we note however that, as part of the rulemaking process, we intend to monitor these developments and may consider additional communication with stakeholders to address any issues that arise as a result of this monitoring process.
CONSEQUENTIAL AMENDMENTS		
7.1	**Amendment instruments for Form 58-101F1 and Form 58-101F1** One commenter suggests that we substitute the word "may" with the word "must" in the instruction to Form 58-101F1 and Form 58-101F2.	We have not made the suggested drafting change.

ITEM	COMMENTS	CSA RESPONSES
OTHER ISSUES		
8.1	**Clawbacks** One commenter recommends that the commentary regarding executive clawback provisions be elevated into a disclosure requirement to advise investors whether the company has adopted executive clawback provisions, the material terms of any such policy and any proceedings initiated under the policy.	We have not amended the Form in response to this comment. Companies must determine whether disclosure of a policy or of the absence of a policy on clawbacks is necessary to satisfy the requirements in subsection 2.1(1) of the Form that the CD&A discusses all significant principles underlying the policies in place and decisions made in respect to compensation provided to NEOs for the most recently completed financial year. We also note that the adoption of a policy or the absence of a policy on clawbacks may be included in the consideration of risks associated with the company's compensation policies and practices.
8.2	**Certification of Compensation Discussion & Analysis (CD&A)** One commenter suggests that we require the members of the compensation committee to review and approve the CD&A in order to make it clear that the compensation committee is responsible for the preparation of the CD&A.	We have not made the suggested change. Form 52-109F1 *Certification of Annual Filings* of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* requires that a non-venture issuer attest that it has designed disclosure controls and procedures over financial reporting and evaluated the effectiveness of controls procedures. These controls and procedures should cover the executive compensation disclosure.
8.3	**Form 51-102F5 – Information Circular (Indebteness of Directors and Executive Officers)** One commenter suggests that we consider making consequential amendments to item 10 of Form 51-102F5, in particular: • restricting the disclosure to NEO's and directors, • in paragraph 10.3(c)(i), increasing the threshold from $50,000 to $250,000, to reflect a more relevant current threshold of materiality, • in paragraph 10.3(c)(ii), substituting "annual cash compensation" for salary, and • in paragraph 10.3(c)(iii), extending the exemption to employees and for loans under a specified amount (e.g. $250,000).	We have not made the suggested change. Revisiting the indebtedness requirements for directors and executive officers is beyond the scope of this initiative. We have forwarded this comment to the CSA committee responsible for NI 51-102.
8.4	**Minimum shareholding requirements** One commenter suggests that we adopt a requirement to disclose the company's minimum shareholding requirements and the attainment of shares against these levels by each NEO or at least specifically include a reference to it in commentary under subsection 2.1(1) of the Form.	We have not amended the Form in response to this comment. We note, however, that when a company's executive compensation decisions are based on aligning these interests, disclosure of equity ownership guidelines and levels must be provided if necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form. We also note that such disclosure may be required to be included in the CD&A under subsection 2.1(1) of the Form if necessary to describe or explain the objectives of any compensation

ITEM	COMMENTS	CSA RESPONSES
		program or strategy, or how each element of compensation and the company's decisions about that element fit into the company's overall compensation objectives.
8.5	**Proposed rules regarding CEO-employee pay ratios** Two commenters recommend that companies should be required to produce "pay ratio" disclosure, which would set out the relative pay of three categories of company personnel: (i) the CEO; (ii) the NEOs; and (iii) the average pay of non-executive employees of the company and its subsidiaries. In addition, two commenters recommend that we propose an amendment requesting disclosure comparing the ratio of total compensation for a company's executive officers (including those below the NEO level) to the company's total earnings.	We have not amended the Form in response to these comments. We do not think that the benefits of disclosing a pay ratio between the CEO and the average pay of non-executive employees of the company would outweigh the additional costs imposed to companies in preparing this disclosure.
8.6	**Cost of management ratio (COMR) disclosure** In situations where compensation policies and practices where the compensation expense to executive officers is a significant percentage of the company's revenue, one commenter recommends that the Form be amended to include a requirement for companies to provide COMR disclosure which is the ratio of total NEO pay to net income after tax. The commenter notes that COMR is a measure already used by some Canadian companies.	We have not amended the Form in response to this comment. We note, however, that when a company's executive compensation decisions are based on COMR, disclosure of NEO pay to net income after tax must be provided if necessary to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form. We also note that such disclosure may be required to be included in the CD&A under subsection 2.1(1) of the Form if necessary to describe or explain the objectives of any compensation program or strategy, or how each element of compensation and the company's decisions about that element fit into the company's overall compensation objectives and affect decisions about other elements.
8.7	**Additional "pay for performance" tables and CD&A disclosure** One commenter suggests that the CD&A requirements should be expanded to provide two prescribed tables along with narrative disclosure. The first table would disclose actual pay earned in the reporting year and the corresponding performance achieved, and the second table would disclose the estimated potential future pay from long-term incentives, compared with the performance required to earn the estimated amounts. In the absence of these two additional tables, companies should be encouraged to disclose in the CD&A how the size and terms of equity-based awards are determined with respect to performance and other factors, and whether grants reported in the SCT are relevant to a previous year's performance. If that is the case, the company should separately disclose the number and value of the stock and option awards made in the current year that are related to the service in the most	We have not amended the Form in response to these comments. In order to satisfy the objective of executive compensation disclosure set out in section 1.1 of the Form, we encourage methods of presentation that are tailored to a particular company's circumstances if the additional disclosure will help investors understand how decisions about executive compensation are made.

ITEM	COMMENTS	CSA RESPONSES
	recently completed financial year, for shareholders to consider when evaluating the pay for performance link. In addition, one commenter encourages the CSA to clarify that companies can provide additional narrative disclosure in the CD&A if it will assist investors in understanding the board's approach to compensation.	
8.8	**Executive compensation disclosure for special meetings** One commenter recommends that we amend NI 51-102 to provide that executive compensation disclosure in an information circular for a special meeting should be mandatory when shareholders are asked to approve a compensation plan. The commenter thinks that a reporting issuer should not have the ability to use a special meeting to sidestep disclosing information necessary for shareholders to assess the compensation plans they are being asked to approve.	We have not made the suggested change. Revisiting the disclosure requirements in respect of special meetings is beyond the scope of this initiative. We have forwarded this comment to the CSA committee responsible for NI 51-102.

APPENDIX D

Amendments to National Instrument 51-102 *Continuous Disclosure Obligations*

Although this amendment instrument amends section headers in Form 51-102F6, section headers do not form part of the instrument and are inserted for ease of reference only.

1. National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.

2. Section 1.1 of Form 51-102F6 Statement of Executive Compensation (in respect of financial years ending on or after December 31, 2008) is amended by

(a) deleting **"**the board of directors intended**",**

(b) replacing **"**to pay, make payable, award, grant, give or otherwise provide**"** ***with*** **"**paid, made payable, awarded, granted, gave or otherwise provided**",**

(c) adding **"**, and the decision-making process relating to compensation**"** **after** **"**financial year**",** ***and***

(d) adding **"**and subsections 9.3.1(1) or 11.6(1) of the Instrument**"** ***after*** **"**objective**".**

3. Section 1.2 of Form 51-102F6 is amended by

(a) in the definition of **"**NEO or named executive officer**",**

(i) adding **"**of the company, including any of its subsidiaries**"** ***after*** **"**executive officers**",** ***and***

(ii) adding **"**or its subsidiaries**"** ***after*** **"**company**".**

4. Section 1.3 of Form 51-102F6 is amended by

(a) in subsection (1), adding **"**and for services to be provided**"** ***after*** **"**services provided**",**

(b) in subsection (2),

(i) replacing paragraphs (a) and (b) with the following:

(a) Although the required disclosure must be made in accordance with this form, the disclosure may

(i) omit a table, column of a table, or other prescribed information, if it does not apply, and

(ii) add a table, column, or other information if

(A) necessary to satisfy the objective in section 1.1, and

(B) to a reasonable person, the table, column, or other information does not detract from the prescribed information in the summary compensation table in section 3.1.

(b) Despite paragraph (a), a company must not add a column in the summary compensation table in section 3.1.

(c) in subsection (4),

(i) in paragraph (c), repealing clause (c)(i), and

(ii) in paragraph (c), replacing paragraph (c) with the following:

(c) If an external management company provides the company's executive management services and also provides executive management services to another company, disclose the entire compensation the external management company paid to the individual acting as

an NEO or director, or acting in a similar capacity, in connection with services the external management company provided to the company, or the parent or a subsidiary of the company. If the management company allocates the compensation paid to an NEO or director, disclose the basis or methodology used to allocate this compensation.

(d) in subsection (8), replacing **"**for any part of that**"** ***with*** **"**at any time during the most recently completed**",** ***and***

(e) adding the following subsections:

(9) Currencies

Companies must report amounts required by this form in Canadian dollars or in the same currency that the company uses for its financial statements. A company must use the same currency in the tables in sections 3.1, 4.1, 4.2, 5.1, 5.2 and 7.1 of this form.

If compensation awarded to, earned by, paid to, or payable to an NEO was in a currency other than the currency reported in the prescribed tables of this form, state the currency in which compensation was awarded, earned, paid, or payable, disclose the currency exchange rate and describe the methodology used to translate the compensation into Canadian dollars or the currency that the company uses in its financial statements.

(10) Plain language

Information required to be disclosed under this form must be clear, concise, and presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of,

(a) how decisions about NEO and director compensation are made; and

(b) how specific NEO and director compensation relates to the overall stewardship and governance of the company.

Commentary

Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP Continuous Disclosure Obligations for further guidance.

5. Section 2.1 of Form 51-102F6 is amended by

(a) replacing subsection (4) with the following:

If applicable, disclose performance goals or similar conditions that are based on objective, identifiable measures, such as the company's share price or earnings per share. If performance goals or similar conditions are subjective, the company may describe the performance goal or similar condition without providing specific measures.

If the company discloses performance goals or similar conditions that are non-GAAP financial measures, explain how the company calculates these performance goals or similar conditions from its financial statements.

Exemption

The company is not required to disclose performance goals or similar conditions in respect of specific quantitative or qualitative performance-related factors if a reasonable person would consider that disclosing them would seriously prejudice the company's interests.

For the purposes of this exemption, a company's interest's are not considered to be seriously prejudiced solely by disclosing performance goals or similar conditions if those goals or conditions are based on broad corporate-level financial performance metrics which include earnings per share, revenue growth, and earnings before interest, taxes, depreciation and amortization.

This exemption does not apply if it has publicly disclosed the performance goals or similar conditions.

If the company is relying on this exemption, state this fact and explain why disclosing the performance goals or similar conditions would seriously prejudice the company's interests.

If the company does not disclose specific performance goals or similar conditions, state what percentage of the NEO's total compensation relates to this undisclosed information and how difficult it could be for the NEO, or how likely it will be for the company, to achieve the undisclosed performance goal or similar condition.

(b) adding the following subsections:

(5) Disclose whether or not the board of directors, or a committee of the board, considered the implications of the risks associated with the company's compensation policies and practices. If the implications were considered, disclose the following:

(a) the extent and nature of the board of directors' or committee' role in the risk oversight of the company's compensation policies and practices;

(b) any practices the company uses to identify and mitigate compensation policies and practices that could encourage an NEO or individual at a principal business unit or division to take inappropriate or excessive risks;

(c) any identified risks arising from the company's compensation policies and practices that are reasonably likely to have a material adverse effect on the company.

(6) Disclose whether or not an NEO or director is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director*.*

(c) replacing Commentary 3 with the following:

3. If the company used any benchmarking in determining compensation or any element of compensation, include the benchmark group and describe why the benchmark group and selection criteria are considered by the company to be relevant.

4. The following are examples of items that will usually be significant elements of disclosure concerning compensation:

- *contractual or non-contractual arrangements, plans, process changes or any other matters that might cause the amounts disclosed for the most recently completed financial year to be misleading if used as an indicator of expected compensation levels in future periods;*
- *the process for determining perquisites and personal benefits;*
- *policies and decisions about the adjustment or recovery of awards, earnings, payments, or payables if the performance goal or similar condition on which they are based are restated or adjusted to reduce the award, earning, payment, or payable;*
- *the basis for selecting events that trigger payment for any arrangement that provides for payment at, following or in connection with any termination or change of control;*
- *any waiver or change to any specified performance goal or similar condition to payout for any amount, including whether the waiver or change applied to one or more specified NEOs or to all compensation subject to the performance goal or similar condition;*
- *whether the board of directors can exercise a discretion, either to award compensation absent attainment of the relevant performance goal or similar condition or to reduce or increase the size of any award or payout, including if they exercised discretion and whether it applied to one or more named executive officers;*
- *whether the company will be making any significant changes to its compensation policies and practices in the next financial year;*
- *the role of executive officers in determining executive compensation; and*

- *performance goals or similar conditions in respect of specific quantitative or qualitative performance-related factors for NEOs.*

5. The following are examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks:

- *compensation policies and practices at a principal business unit of the company or a subsidiary of the company that are structured significantly differently than others within the company;*
- *compensation policies and practices for certain executive officers that are structured significantly differently than other executive officers within the company;*
- *compensation policies and practices that do not include effective risk management and regulatory compliance as part of the performance metrics used in determining compensation;*
- *compensation policies and practices where the compensation expense to executive officers is a significant percentage of the company's revenue;*
- *compensation policies and practices that vary significantly from the overall compensation structure of the company;*
- *compensation policies and practices where incentive plan awards are awarded upon accomplishment of a task while the risk to the company from that task extends over a significantly longer period of time;*
- *compensation policies and practices that contain performance goals or similar conditions that are heavily weighed to short-term rather than long-term objectives;*
- *incentive plan awards that do not provide a maximum benefit or payout limit to executive officers.*

The examples above are not exhaustive and the situations to consider will vary depending upon the nature of the company's business and the company's compensation policies and practices.

6. Section 2.3 of Form 51-102F6 is amended by

(a) replacing the section header with **"**Share-based and option-based awards**",**

(b) adding **"**share-based or**"** ***after*** **"**grant**",**

(c) replacing **"**an**"** ***with*** **"**a share-based or**"** ***after*** **"**under which**", and**

(d) deleting **"**of option-based awards**"** ***after*** **"**previous grants**".**

7. Form 51-102F6 is amended by adding the following after section 2.3:

2.4 Compensation governance

(1) Describe any policies and practices adopted by the board of directors to determine the compensation for the company's directors and executive officers.

(2) If the company has established a compensation committee

(a) disclose the name of each committee member and, in respect of each member, state whether or not the member is independent or not independent;

(b) disclose whether or not one or more of the committee members has any direct experience that is relevant to his or her responsibilities in executive compensation;

(c) describe the skills and experience that enable the committee to make decisions on the suitability of the company's compensation policies and practices; and

(d) describe the responsibilities, powers and operation of the committee.

(3) If a compensation consultant or advisor has, at any time since the company's most recently completed financial year, been retained to assist the board of directors or the compensation committee in determining compensation for any of the company's directors or executive officers

(a) state the name of the consultant or advisor and a summary of the mandate the consultant or advisor has been given;

(b) disclose when the consultant or advisor was originally retained; and

(c) if the consultant or advisor has provided any services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to compensation services provided for any of the company's directors or executive officers,

(i) state this fact and briefly describe the nature of the work,

(ii) disclose whether the board of directors or compensation committee must pre-approve other services the consultant or advisor, or any of its affiliates, provides to the company at the request of management, and

(d) For each of the two most recently completed financial year, disclose,

(i) under the caption "Executive Compensation-Related Fees", the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the company's directors and executive officers, and

(ii) under the caption "All Other Fees", the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported under subparagraph (i) and include a description of the nature of the services comprising the fees disclosed under this category.

Commentary

For section 2.4, a director is independent if he or she would be independent within the meaning of section 1.4 of NI 52-110 Audit Committees.

8. Section 3.1 of Form 51-102F6 is amended by

(a) replacing subsection (5) with the following:

For an award disclosed in column (d) or (e), in a narrative after the table,

(a) describe the methodology used to calculate the fair value of the award on the grant date, disclose the key assumptions and estimates used for each calculation, and explain why the company chose that methodology, and

(b) if the fair value of the award on the grant date is different from the fair value determined in accordance with IFRS 2 *Share-based Payment* (accounting fair value), state the amount of the difference and explain the reasons for the difference.

(b) in Commentary 2,

(i) replacing **"**board of directors intended to pay, make payable, award, grant, give or otherwise provide**"** ***with*** **"**company paid, made payable, awarded, granted, gave or otherwise provided**"***.*

(c) in Commentary 3,

(i) replacing **"**it intends to award or pay**"** ***with*** **"**to be awarded or paid**"*****, and***

(ii) ***replacing*** **"**it intends to transfer**"** ***with*** **"**to be transferred***".***

(d) ***in subsection (10), adding the following paragraph:***

(i) any company contribution to a personal savings plan like a registered retirement savings plan made on behalf of the NEO***.***

9. Section 3.3 of Form 51-102F6 is repealed.

10. Section 4.1 of Form 51-102F6 is amended by

(a) ***in subsection (1), adding column*** **"**(h)**"** ***entitled*** **"**Market or payout value of vested share-based awards not paid out or distributed ($)***",***

(b) ***in subsection (3), adding "***If the option was granted in a different currency than that reported in the table, include a footnote describing the currency and the exercise or base price.***" after "***each award reported in column (b).***", and***

(c) ***adding the following subsection:***

(8) In column (h), disclose the aggregate market value or payout value of vested share-based awards that have not yet been paid out or distributed***.***

11. Section 5.1 of Form 51-102F6 is amended by

(a) ***in paragraph (4)(a), adding "***. For purposes of this calculation, the company must assume that the NEO is eligible to receive payments or benefits at year end***" after "***most recently completed financial year***", and***

(b) ***adding the following after paragraph (4)(b):***

Commentary

For purposes of quantifying the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1), the company may calculate the annual lifetime benefit payable as follows:

$$\textit{annual benefits payable at the presumed retirement age used to calculate the closing present value of the defined benefit obligation} \times \frac{\textit{years of credited service at year end}}{\textit{years of credited service at the presumed retirement age}}$$

The company may calculate the annual lifetime benefit payable in accordance with another formula if the company reasonably believes that it produces a more meaningful calculation of the annual lifetime benefit payable at year end.

12. Section 5.2 of Form 51-102F6 is amended by

(a) ***in subsection (1),***

(i) ***removing in column (d) "***Non-compensatory ($)***", and***

(ii) ***in column (d) "***Accumulated value at year end ($)***", replacing "***(e)***" with "***(d)***",***

(b) ***repealing subsection (3),***

(c) ***in subsection (4), replacing "***(e)***" with "***(d)***" after "***column***", and***

(d) ***replacing the Commentary with the following:***

1. For pension plans that provide the maximum of: (i) the value of a defined benefit pension; and (ii) the accumulated value of a defined contribution pension, companies should disclose the global value of the pension plan in the defined benefit plans table under section 5.1.

For pension plans that provide the sum of a defined benefit component and a defined contribution component, companies should disclose the respective components of the pension plan. The defined benefit component should be disclosed in the defined benefit plans table under section 5.1 and the defined contribution component should be disclosed in the defined contribution plans table under section 5.2.

2. Any contributions by the company or a subsidiary of the company to a personal savings plan like a registered retirement savings plan made on behalf of the NEO must still be disclosed in column (h) of the summary compensation table, as required by paragraph 3.1(10)(i).

13. Section 6.1 of Form 51-102F6 is amended by adding the following after Commentary 3:

4. A company may disclose estimated incremental payments, payables and benefits that are triggered by, or result from, a scenario described in subsection (1), in a tabular format.

14. This Instrument only applies to documents required to be prepared, filed, delivered or sent under National Instrument 51-102 *Continuous Disclosure Obligations* for periods relating to financial years ending on or after October 31, 2011.

15. This Instrument comes into force on October 31, 2011.

APPENDIX E

CONSEQUENTIAL AMENDMENTS

Schedule E-1

Amendments to
National Instrument 51-102 *Continuous Disclosure Obligations*

1. National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.

2. Subsection 9.3.1(1) is replaced by the following:

(1) Subject to Item 8 of Form 51-102F5, if a reporting issuer sends an information circular to a securityholder under paragraph 9.1(2)(a), the issuer must

(a) disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the issuer, or a subsidiary of the issuer, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the issuer or a subsidiary of the issuer, and

(b) include detail and discussion of the compensation, and the decision-making process relating to compensation, presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of

(i) how decisions about NEO and director compensation are made,

(ii) the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director, and

(iii) how specific NEO and director compensation relates to the overall stewardship and governance of the reporting issuer.

3. Subsection 11.6(1) is replaced by the following:

(1) A reporting issuer that does not send to its securityholders an information circular that includes the disclosure required by Item 8 of Form 51-102F5 and that does not file an AIF that includes the executive compensation disclosure required by Item 18 of Form 51-102F2 must

(a) disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the issuer, or a subsidiary of the issuer, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the issuer or a subsidiary of the issuer, and

(b) include detail and discussion of the compensation, and the decision-making process relating to compensation, presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of

(i) how decisions about NEO and director compensation are made,

(ii) the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director, and

(iii) how specific NEO and director compensation relates to the overall stewardship and governance of the reporting issuer.

4. This Instrument comes into force on October 31, 2011.

Schedule E-2

Amendments to National Instrument 58-101 *Disclosure of Corporate Governance Practices*

1. National Instrument 58-101 Disclosure Corporate Governance Practices is amended by this Instrument.

2. Item 7 of Form 58-101F1 Corporate Governance Disclosure is amended by deleting paragraph (d).

3. The Instruction is amended by adding the following after paragraph (3):

(3.1) Issuers may incorporate disclosure regarding compensation made under Item 7 of this Form by reference to the information required to be included in Form 51-102F6 Statement of Executive Compensation. Clearly identify the information that is incorporated by reference into this Form.

4. This instrument comes into force on October 31, 2011.

Schedule E-3

Amendments to National Instrument 58-101 *Disclosure of Corporate Governance Practices*

1. National Instrument 58-101 Disclosure of Corporate Governance Practices is amended by this Instrument.

2. The Instruction of Form 58-101F2 Corporate Governance Disclosure (Venture Issuers) is amended by adding the following after paragraph (3):

(3.1) Issuers may incorporate disclosure regarding compensation made under Item 6 of this Form by reference to the information required to be included in Form 51-102F6 Statement of Executive Compensation. Clearly identify the information that is incorporated by reference into this Form.

3. This instrument comes into force on October 31, 2011.

APPENDIX F

LOCAL INFORMATION

Notice of Commission Approval

On July 19, 2011 the Ontario Securities Commission (the **Commission**) approved the Amended Form 51-102F6 and Consequential Amendments (collectively, the **Amendments**) pursuant to section 143 of the *Securities Act* (Ontario) (the **Act**).

The Amendments have an effective date of October 31, 2011.

Delivery to the Minister

The Amendments together with related materials were delivered to the Minister of Finance on July 21, 2011. The Minister may approve or reject the Amendments or return them for further consideration. If the Minister approves the Amendments or does not take any further action by October 30, 2011, the Amendments will come into force on October 31, 2011.

APPENDIX G

BLACKLINE

FORM 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION
(in respect of financial years ending on or after December 31, 2008)

Table of Contents

FORM 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION
(in respect of financial years ending on or after December 31, 2008)

ITEM 1 – GENERAL PROVISIONS

1.1 Objective

All direct and indirect compensation provided to certain executive officers and directors for, or in connection with, services they have provided to the company or a subsidiary of the company must be disclosed in this form.

The objective of this disclosure is to communicate the compensation the ~~board of directors intended the~~ company ~~to pay~~paid, ~~make~~made payable, ~~award, grant, give~~awarded, granted, gave or otherwise ~~provide~~provided to each NEO and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the company and will help investors understand how decisions about executive compensation are made.

A company's executive compensation disclosure under this form must satisfy this objective and subsections 9.3.1(1) or 11.6(1) of the Instrument.

1.2 Definitions

If a term is used in this form but is not defined in this section, refer to subsection 1.1(1) of the Instrument or to National Instrument 14-101 *Definitions*.

In this form,

"CEO" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"closing market price" means the price at which the company's security was last sold, on the applicable date,

(a) in the security's principal marketplace in Canada, or

(b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"grant date" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan;

"NEO" or **"named executive officer"** means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO

and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6), for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"NI 52-107" [deleted];

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"replacement grant" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"repricing" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

1.3 Preparing the form

(1) All compensation to be included

(a) When completing this form, the company must disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the company, or a subsidiary of the company, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the company or a subsidiary of the company.

(b) Despite paragraph (a), in respect of the Canada Pension Plan, similar government plans, and group life, health, hospitalization, medical reimbursement and relocation plans that do not discriminate in scope, terms or operation and are generally available to all salaried employees, the company is not required to disclose as compensation

(i) any contributions or premiums paid or payable by the company on behalf of an NEO, or of a director, under these plans, and

(ii) any cash, securities, similar instruments or any other property received by an NEO, or by a director, under these plans.

(c) For greater certainty, the plans described in paragraph (b) include plans that provide for such benefits after retirement.

(d) If an item of compensation is not specifically mentioned or described in this form, it is to be disclosed in column (h) ("All other compensation") of the summary compensation table in section 3.1.

(2) Departures from format

(a) Although the required disclosure must be made in accordance with this form, the disclosure may

(~~a~~i) omit a table, column of a table, or other prescribed information, if it does not apply, and

(~~b~~ii) add ~~tables, columns, and~~a table, column, or other information, if

(A) necessary to satisfy the objective in section ~~1.1.~~1.1, and

(B) to a reasonable person, the table, column, or other information does not detract from the prescribed information in the summary compensation table in section 3.1.

(b) Despite paragraph (a)(ii), a company must not add a column in the summary compensation table in section 3.1.

(3) Information for full financial year

If an NEO acted in that capacity for the company during part of the financial year for which disclosure is required in the summary compensation table, provide details of all of the compensation that the NEO received from the company for that financial year. This includes compensation the NEO earned in any other position with the company during the financial year.

Do not annualize compensation in a table for any part of a year when an NEO was not in the service of the company. Annualized compensation may be disclosed in a footnote.

(4) External management companies

(a) If one or more individuals acting as an NEO of the company are not employees of the company, disclose the names of those individuals.

(b) If an external management company employs or retains one or more individuals acting as NEOs or directors of the company and the company has entered into an understanding, arrangement or agreement with the external management company to provide executive management services to the company directly or indirectly, disclose any compensation that:

(i) the company paid directly to an individual employed, or retained by the external management company, who is acting as an NEO or director of the company; and

(ii) the external management company paid to the individual that is attributable to the services they provided to the company directly or indirectly.

(c) If an external management company provides the company's executive management services and also provides executive management services to another company, disclose~~:~~

~~(i) the portion of the compensation paid to the individual acting as an NEO or director that the external management company attributes to services the external management company provided to the company; or (ii)~~ the entire compensation the external management company paid to the individual acting as an NEO or director in connection with services the external management company provided to the company, the parent or a subsidiary of the company. If the management company allocates the compensation paid to an NEO or director, disclose the basis or methodology used to allocate this compensation.

Commentary

An NEO may be employed by an external management company and provide services to the company under an understanding, arrangement or agreement. In this case, references in this form to the CEO or CFO are references to the individuals who performed similar functions to that of the CEO or CFO. They are generally the same individuals who signed and filed annual and interim certificates to comply with National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings.

(5) Director and NEO compensation

Disclose any compensation awarded to, earned by, paid to, or payable to each director and NEO, in any capacity with respect to the company. Compensation to directors and NEOs must include all compensation from the company and its subsidiaries.

Disclose any compensation awarded to, earned by, paid to, or payable to, an NEO, or director, in any capacity with respect to the company, by another person or company.

(6) Determining if an individual is an NEO

For the purpose of calculating total compensation awarded to, earned by, paid to, or payable to an individual under paragraph (c) of the definition of NEO,

(a) use the total compensation that would be reported under column (i) of the summary compensation table required by section 3.1 for each executive officer, as if that executive officer were an NEO for the company's most recently completed financial year, and

(b) exclude from the calculation,

(i) any compensation that would be reported under column (g) of the summary compensation table required by section 3.1,

(ii) any incremental payments, payables, and benefits to an executive officer that are triggered by, or result from, a scenario listed in section 6.1 that occurred during the most recently completed financial year, and

(iii) any cash compensation that relates to foreign assignments that is specifically intended to offset the impact of a higher cost of living in the foreign location, and is not otherwise related to the duties the executive officer performs for the company.

Commentary

The $150,000 threshold in paragraph (c) of the definition of NEO only applies when determining who is an NEO in a company's most recently completed financial year. If an individual is an NEO in the most recently completed financial year, disclosure of compensation in prior years must be provided if otherwise required by this form even if total compensation in a prior year is less than $150,000 in that year.

(7) Compensation to associates

Disclose any awards, earnings, payments, or payables to an associate of an NEO, or of a director, as a result of compensation awarded to, earned by, paid to, or payable to the NEO or the director, in any capacity with respect to the company.

(8) New reporting issuers

(a) Subject to paragraph (b) and subsection 3.1(1), disclose information in the summary compensation table for the three most recently completed financial years since the company became a reporting issuer.

(b) Do not provide information for a completed financial year if the company was not a reporting issuer ~~for any part of that~~at any time during the most recently completed financial year, unless the company became a reporting issuer as a result of a restructuring transaction.

(c) If the company was not a reporting issuer at any time during the most recently completed financial year and the company is completing the form because it is preparing a prospectus, discuss all significant elements of the compensation to be awarded to, earned by, paid to, or payable to NEOs of the company once it becomes a reporting issuer, to the extent this compensation has been determined.

Commentary

1. Unless otherwise specified, information required to be disclosed under this form may be prepared in accordance with the accounting principles the company uses to prepare its financial statements, as permitted by National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.

2. The definition of "director" under securities legislation includes an individual who acts in a capacity similar to that of a director.

(9) Currencies

Companies must report amounts required by this form in Canadian dollars or in the same currency that the company uses for its financial statements. A company must use the same currency in the tables in sections 3.1, 4.1, 4.2, 5.1, 5.2 and 7.1 of this form.

If compensation awarded to, earned by, paid to, or payable to an NEO was in a currency other than the currency reported in the prescribed tables of this form, state the currency in which compensation was awarded, earned, paid, or payable, disclose the currency exchange rate and describe the methodology used to translate the compensation into Canadian dollars or the currency that the company uses in its financial statements.

(10) Plain language

Information required to be disclosed under this form must be clear, concise, and presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of,

(a) how decisions about NEO and director compensation are made; and

(b) how specific NEO and director compensation relates to the overall stewardship and governance of the company.

Commentary

Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP Continuous Disclosure Obligations for further guidance.

ITEM 2 – COMPENSATION DISCUSSION AND ANALYSIS

2.1 Compensation discussion and analysis

(1) Describe and explain all significant elements of compensation awarded to, earned by, paid to, or payable to NEOs for the most recently completed financial year. Include the following:

(a) the objectives of any compensation program or strategy;

(b) what the compensation program is designed to reward;

(c) each element of compensation;

(d) why the company chooses to pay each element;

(e) how the company determines the amount (and, where applicable, the formula) for each element; and

(f) how each element of compensation and the company's decisions about that element fit into the company's overall compensation objectives and affect decisions about other elements.

(2) If applicable, describe any new actions, decisions or policies that were made after the end of the most recently completed financial year that could affect a reasonable person's understanding of an NEO's compensation for the most recently completed financial year.

(3) If applicable, clearly state the benchmark and explain its components, including the companies included in the benchmark group and the selection criteria.

(4) If applicable, disclose performance goals or similar conditions that are based on objective, identifiable measures, such as the company's share price or earnings per share. If performance goals or similar conditions are subjective, the company may describe the performance goal or similar condition without providing specific measures.

If the company discloses performance goals or similar conditions that are non-GAAP financial measures, explain how the company calculates these performance goals or similar conditions from its financial statements.

Exemption

The company is not required to disclose performance goals or similar conditions in respect of specific quantitative or qualitative performance-related factors if a reasonable person would consider that disclosing them would seriously prejudice the company's interests. ~~Companies do not qualify for this exemption if they have~~

For the purposes of this exemption, a company's interest's are not considered to be seriously prejudiced solely by disclosing performance goals or similar conditions if those goals or conditions are based on broad corporate-level

financial performance metrics which include earnings per share, revenue growth, and earnings before interest, taxes, depreciation and amortization.

This exemption does not apply if it has publicly disclosed the performance goals or similar conditions.

If the company is relying on this exemption, state this fact and explain why disclosing the performance goals or similar conditions would seriously prejudice the company's interests.

If the company does not disclose specific performance goals or similar conditions, state what percentage of the NEO's total compensation relates to this undisclosed information and how difficult it could be for the NEO, or how likely it will be for the company, to achieve the undisclosed performance goal or similar condition.

~~If the company discloses performance goals or similar conditions that are non-GAAP financial measures, explain how the company calculates these performance goals or similar conditions from its financial statements.~~

(5) Disclose whether or not the board of directors, or a committee of the board, considered the implications of the risks associated with the company's compensation policies and practices. If the implications were considered, disclose the following:

(a) the extent and nature of the board of directors' or committee' role in the risk oversight of the company's compensation policies and practices;

(b) any practices the company uses to identify and mitigate compensation policies and practices that could encourage an NEO or individual at a principal business unit or division to take inappropriate or excessive risks;

(c) any identified risks arising from the company's compensation policies and practices that are reasonably likely to have a material adverse effect on the company.

(6) Disclose whether or not an NEO or director is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Commentary

1. The information disclosed under section 2.1 will depend on the facts. Provide enough analysis to allow a reasonable person, applying reasonable effort, to understand the disclosure elsewhere in this form. Describe the significant principles underlying policies and explain the decisions relating to compensation provided to an NEO. Disclosure that merely describes the process for determining compensation or compensation already awarded, earned, paid, or payable is not adequate. The information contained in this section should give readers a sense of how compensation is tied to the NEO's performance. Avoid boilerplate language.

2. If the company's process for determining executive compensation is very simple, for example, the company relies solely on board discussion without any formal objectives, criteria and analysis, then make this clear in the discussion.

3. If the company used any benchmarking in determining compensation or any element of compensation, include the benchmark group and describe why the benchmark group and selection criteria are considered by the company to be relevant.

4. The following are examples of items that will usually be significant elements of disclosure concerning compensation:

- *contractual or non-contractual arrangements, plans, process changes or any other matters that might cause the amounts disclosed for the most recently completed financial year to be misleading if used as an indicator of expected compensation levels in future periods;*
- *the process for determining perquisites and personal benefits;*
- *policies and decisions about the adjustment or recovery of awards, earnings, payments, or payables if the performance goal or similar condition on which they are based are restated or adjusted to reduce the award, earning, payment, or payable;*

- *the basis for selecting events that trigger payment for any arrangement that provides for payment at, following or in connection with any termination or change of control;*

- ~~*whether the company used any benchmarking in determining compensation or any element of compensation;*~~

- *any waiver or change to any specified performance goal or similar condition to payout for any amount, including whether the waiver or change applied to one or more specified NEOs or to all compensation subject to the performance goal or similar condition;*

- *whether the board of directors can exercise a discretion, either to award compensation absent attainment of the relevant performance goal or similar condition or to reduce or increase the size of any award or payout, including if they exercised discretion and whether it applied to one or more named executive officers;*

- *whether the company will be making any significant changes to its compensation policies and practices in the next financial year;*

- *the role of executive officers in determining executive compensation; and*

- *performance goals or similar conditions in respect of specific quantitative or qualitative performance-related factors for NEOs.*

5. The following are examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks:

- *compensation policies and practices at a principal business unit of the company or a subsidiary of the company that are structured significantly differently than others within the company;*

- *compensation policies and practices for certain executive officers that are structured significantly differently than other executive officers within the company;*

- *compensation policies and practices that do not include effective risk management and regulatory compliance as part of the performance metrics used in determining compensation;*

- *compensation policies and practices where the compensation expense to executive officers is a significant percentage of the company's revenue;*

- *compensation policies and practices that vary significantly from the overall compensation structure of the company;*

- *compensation policies and practices where incentive plan awards are awarded upon accomplishment of a task while the risk to the company from that task extends over a significantly longer period of time;*

- *compensation policies and practices that contain performance goals or similar conditions that are heavily weighed to short-term rather than long-term objectives;*

- *incentive plan awards that do not provide a maximum benefit or payout limit to executive officers.*

The examples above are not exhaustive and the situations to consider will vary depending upon the nature of the company's business and the company's compensation policies and practices.

2.2 Performance graph

(a) This section does not apply to

(i) venture issuers,

(ii) companies that have distributed only debt securities or non-convertible, non-participating preferred securities to the public, and

(iii) companies that were not reporting issuers in any jurisdiction in Canada for at least 12 calendar months before the end of their most recently completed financial year, other than companies that became new reporting issuers as a result of a restructuring transaction.

(b) Provide a line graph showing the company's cumulative total shareholder return over the five most recently completed financial years. Assume that $100 was invested on the first day of the five-year period. If the company has been a reporting issuer for less than five years, use the period that the company has been a reporting issuer.

Compare this to the cumulative total return of at least one broad equity market index that, to a reasonable person, would be an appropriate reference point for the company's return. If the company is included in the S&P/TSX Composite Total Return Index, use that index. In all cases, assume that dividends are reinvested.

Discuss how the trend shown by this graph compares to the trend in the company's compensation to executive officers reported under this form over the same period.

Commentary

For section 2.2, companies may also include other relevant performance goals or similar conditions.

2.3 ~~Option~~Share-based and option-based awards

Describe the process the company uses to grant share-based or option-based awards to executive officers. Include the role of the compensation committee and executive officers in setting or amending any equity incentive plan under which ~~an~~a share-based or option-based award is granted. State whether previous grants ~~of option-based awards~~ are taken into account when considering new grants.

2.4 Compensation governance

(1) Describe any policies and practices adopted by the board of directors to determine the compensation for the company's directors and executive officers.

(2) If the company has established a compensation committee

(a) disclose the name of each committee member and, in respect of each member, state whether or not the member is independent or not independent;

(b) disclose whether or not one or more of the committee members has any direct experience that is relevant to his or her responsibilities in executive compensation;

(c) describe the skills and experience that enable the committee to make decisions on the suitability of the company's compensation policies and practices; and

(d) describe the responsibilities, powers and operation of the committee.

(3) If a compensation consultant or advisor has, at any time since the company's most recently completed financial year, been retained to assist the board of directors or the compensation committee in determining compensation for any of the company's directors or executive officers

(a) state the name of the consultant or advisor and a summary of the mandate the consultant or advisor has been given;

(b) disclose when the consultant or advisor was originally retained; and

(c) if the consultant or advisor has provided any services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to compensation services provided for any of the company's directors or executive officers,

(i) state this fact and briefly describe the nature of the work,

(ii) disclose whether the board of directors or compensation committee must pre-approve other services the consultant or advisor, or any of its affiliates, provides to the company at the request of management, and

(d) For each of the two most recently completed financial year, disclose,

(i) under the caption "Executive Compensation-Related Fees", the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the company's directors and executive officers, and

(ii) under the caption "All Other Fees", the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported under subparagraph (i) and include a description of the nature of the services comprising the fees disclosed under this category.

Commentary

For section 2.4, a director is independent if he or she would be independent within the meaning of section 1.4 of NI 52-110 Audit Committees.

ITEM 3 – SUMMARY COMPENSATION TABLE

3.1 Summary compensation table

(1) For each NEO in the most recently completed financial year, complete this table for each of the company's three most recently completed financial years that end on or after December 31, 2008.

Name and principal position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
(a)	(b)	(c)	(d)	(e)	(f)		(g)	(h)	(i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
CEO									
CFO									
A									
B									
C									

Commentary

Under subsection (1), a company is not required to disclose comparative period disclosure in accordance with the requirements of either Form 51-102F6 Statement of Executive Compensation, which came into force on March 30, 2004, as amended, or this form, in respect of a financial year ending before December 31, 2008.

(2) In column (c), include the dollar value of cash and non-cash base salary an NEO earned during a financial year covered in the table (a covered financial year). If the company cannot calculate the amount of salary earned in a financial year, disclose this in a footnote, along with the reason why it cannot be determined. Restate the salary figure the next time the company prepares this form, and explain what portion of the restated figure represents an amount that the company could not previously calculate.

(3) In column (d), disclose the dollar amount based on the fair value of the award on the grant date for a covered financial year.

(4) In column (e), disclose the dollar amount based on the fair value of the award on the grant date for a covered financial year. Include option-based awards both with or without tandem share appreciation rights.

(5) For an award disclosed in column (d) or (e), in a footnote to the table ~~or in a narrative after the table~~,

(a) describe the methodology used to calculate the fair value of the award on the grant date, disclose the key assumptions and estimates used for each calculation, and explain why the company chose that methodology, and

(b) if the fair value of the award on the grant date is different from the fair value determined in accordance with IFRS 2 *Share-based Payment* (accounting fair value), state the amount of the difference and explain the reasons for the difference~~, and(b) describe the methodology used to calculate the grant date fair value, disclose the key assumptions and estimates used for each calculation, and explain why the company chose that methodology~~.

Commentary

1. This commentary applies to subsections (3), (4) and (5).

2. The value disclosed in columns (d) and (e) of the summary compensation table should reflect what the ~~board of directors intended to pay, make~~company paid, made payable, ~~award, grant, give~~awarded, granted, gave or otherwise ~~provide~~provided as compensation on the grant date (fair value of the award) as set out in comment 3, below. This value might differ from the value reported in the issuer's financial statements.

3. While compensation practices vary, there are generally two approaches that boards of directors use when setting compensation. A board of directors may decide the value in securities of the company ~~it intends to award~~be awarded or ~~pay~~paid as compensation. Alternatively, a board of directors may decide the portion of the potential ownership of the company ~~it intends to transfer~~to be transferred as compensation. A fair value ascribed to the award will normally result from these approaches.

A company may calculate this value either in accordance with a valuation methodology identified in IFRS 2 Share-based Payment or in accordance with another methodology set out in comment 5 below.

4. In some cases, the fair value of the award disclosed in columns (d) and (e) might differ from the accounting fair value. For financial statement purposes, the accounting fair value amount is amortized over the service period to obtain an accounting cost (accounting compensation expense), adjusted at year end as required.

5. While the most commonly used methodologies for calculating the value of most types of awards are the Black-Scholes-Merton model and the binomial lattice model, companies may choose to use another valuation methodology if it produces a more meaningful and reasonable estimate of fair value.

6. The summary compensation table requires disclosure of an amount even if the accounting compensation expense is zero. The amount disclosed in the table should reflect the fair value of the award following the principles described under comments 2 and 3, above.

7. Column (d) includes common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, stock, and similar instruments that do not have option-like features.

(6) In column (e), include the incremental fair value if, at any time during the covered financial year, the company has adjusted, amended, cancelled, replaced or significantly modified the exercise price of options previously awarded to, earned by, paid to, or payable to, an NEO. The repricing or modification date must be determined in accordance with IFRS 2 *Share-based Payment*. The methodology used to calculate the incremental fair value must be the same methodology used to calculate the initial grant.

This requirement does not apply to any repricing that equally affects all holders of the class of securities underlying the options and that occurs through a pre-existing formula or mechanism in the plan or award that results in the periodic adjustment of the option exercise or base price, an antidilution provision in a plan or award, or a recapitalization or similar transaction.

(7) Include a footnote to the table quantifying the incremental fair value of any adjusted, amended, cancelled, replaced or significantly modified options that are included in the table.

(8) In column (f), include the dollar value of all amounts earned for services performed during the covered financial year that are related to awards under non-equity incentive plans and all earnings on any such outstanding awards.

(a) If the relevant performance goal or similar condition was satisfied during a covered financial year (including for a single year in a plan with a multi-year performance goal or similar condition), report the amounts earned for that financial year, even if they are payable at a later date. The company is not required to report these amounts again in the summary compensation table when they are actually paid to an NEO.

(b) Include a footnote describing and quantifying all amounts earned on non-equity incentive plan compensation, whether they were paid during the financial year, were payable but deferred at the election of an NEO, or are payable by their terms at a later date.

(c) Include any discretionary cash awards, earnings, payments, or payables that were not based on pre-determined performance goals or similar conditions that were communicated to an NEO. Report any performance-based plan awards that include pre-determined performance goals or similar conditions in column (f).

(d) In column (f1), include annual non-equity incentive plan compensation, such as bonuses and discretionary amounts. For column (f1), annual non-equity incentive plan compensation relates only to a single financial year. In column (f2), include all non-equity incentive plan compensation related to a period longer than one year.

(9) In column (g), include all compensation relating to defined benefit or defined contribution plans. These include service costs and other compensatory items such as plan changes and earnings that are different from the estimated earnings for defined benefit plans and above-market earnings for defined contribution plans.

This disclosure relates to all plans that provide for the payment of pension plan benefits. Use the same amounts included in column (e) of the defined benefit plan table required by Item 5 for the covered financial year and the amounts included in column (c) of the defined contribution plan table as required by Item 5 for the covered financial year.

(10) In column (h), include all other compensation not reported in any other column of this table. Column (h) must include, but is not limited to:

(a) perquisites, including property or other personal benefits provided to an NEO that are not generally available to all employees, and that in aggregate are worth $50,000 or more, or are worth 10% or more of an NEO's total salary for the financial year. Value these items on the basis of the aggregate incremental cost to the company and its subsidiaries. Describe in a footnote the methodology used for computing the aggregate incremental cost to the company.

State the type and amount of each perquisite the value of which exceeds 25% of the total value of perquisites reported for an NEO in a footnote to the table. Provide the footnote information for the most recently completed financial year only;

(b) other post-retirement benefits such as health insurance or life insurance after retirement;

(c) all "gross-ups" or other amounts reimbursed during the covered financial year for the payment of taxes;

(d) the incremental payments, payables, and benefits to an NEO that are triggered by, or result from, a scenario listed in section 6.1 that occurred before the end of the covered financial year;

(e) the dollar value of any insurance premiums paid or payable by, or on behalf of, the company during the covered financial year for personal insurance for an NEO if the estate of the NEO is the beneficiary;

(f) the dollar value of any dividends or other earnings paid or payable on share-based or option-based awards that were not factored into the fair value of the award on the grant date required to be reported in columns (d) and (e);

(g) any compensation cost for any security that the NEO bought from the company or its subsidiaries at a discount from the market price of the security (through deferral of salary, bonus or otherwise). Calculate this cost at the date of purchase and in accordance with IFRS 2 *Share-based Payment*; ~~and~~

(h) above-market or preferential earnings on compensation that is deferred on a basis that is not tax exempt other than for defined contribution plans covered in the defined contribution plan table in Item 5. Above-market or preferential applies to non-registered plans and means a rate greater than the rate ordinarily paid by the company or its subsidiary on securities or other obligations having the same or similar features issued to third parties; and

(i) any company contribution to a personal savings plan like a registered retirement savings plan made on behalf of the NEO.

Commentary

1. Generally, there will be no incremental payments, payables, and benefits that are triggered by, or result from, a scenario described in section 6.1 that occurred before the end of a covered financial year for compensation that has been reported in the summary compensation table for the most recently completed financial year or for a financial year before the most recently completed financial year.

If the vesting or payout of the previously reported compensation is accelerated, or a performance goal or similar condition in respect of the previously reported compensation is waived, as a result of a scenario described in section 6.1, the incremental payments, payables, and benefits should include the value of the accelerated benefit or of the waiver of the performance goal or similar condition.

2. Generally, an item is not a perquisite if it is integrally and directly related to the performance of an executive officer's duties. If something is necessary for a person to do his or her job, it is integrally and directly related to the job and is not a perquisite, even if it also provides some amount of personal benefit.

If the company concludes that an item is not integrally and directly related to performing the job, it may still be a perquisite if the item provides an NEO with any direct or indirect personal benefit. If it does provide a personal benefit, the item is a perquisite, whether or not it is provided for a business reason or for the company's convenience, unless it is generally available on a non-discriminatory basis to all employees.

Companies must conduct their own analysis of whether a particular item is a perquisite. The following are examples of things that are often considered perquisites or personal benefits. This list is not exhaustive:

- *Cars, car lease and car allowance;*
- *Corporate aircraft or personal travel financed by the company;*
- *Jewellery;*
- *Clothing;*
- *Artwork ;*
- *Housekeeping services;*
- *Club membership;*
- *Theatre tickets;*

- *Financial assistance to provide education to children of executive officers;*
- *Parking;*
- *Personal financial or tax advice;*
- *Security at personal residence or during personal travel; and*
- *Reimbursements of taxes owed with respect to perquisites or other personal benefit.*

(11) In column (i), include the dollar value of total compensation for the covered financial year. For each NEO, this is the sum of the amounts reported in columns (c) through (h).

(12) Any deferred amounts must be included in the appropriate column for the covered financial year in which they are earned.

(13) If an NEO elected to exchange any compensation awarded to, earned by, paid to, or payable to the NEO in a covered financial year under a program that allows the NEO to receive awards, earnings, payments, or payables in another form, the compensation the NEO elected to exchange must be reported as compensation in the column appropriate for the form of compensation exchanged: Do not report it in the form in which it was or will be received by the NEO. State in a footnote the form of awards, earnings, payments, or payables substituted for the compensation the NEO elected to exchange.

3.2 Narrative discussion

Describe and explain any significant factors necessary to understand the information disclosed in the summary compensation table required by section 3.1.

Commentary

The significant factors described in section 3.2 will vary depending on the circumstances of each award but may include:

- *the significant terms of each NEO's employment agreement or arrangement;*
- *any repricing or other significant changes to the terms of any share-based or option-based award program during the most recently completed financial year; and*
- *the significant terms of any award reported in the summary compensation table, including a general description of the formula or criterion to be applied in determining the amounts payable and the vesting schedule. For example, if dividends will be paid on shares, state this, the applicable dividend rate and whether that rate is preferential.*

3.3 ~~Currencies~~[deleted]

~~Report amounts in this form using the same currency that the company uses in its financial statements. If compensation awarded to, earned by, paid to, or payable to an NEO was in a currency other than the presentation currency, state in a footnote the currency in which compensation was awarded, earned, paid, or payable, disclose the translation rate and describe the methodology used to translate the compensation into the presentation currency.~~

3.4 Officers who also act as directors

If an NEO is also a director who receives compensation for services as a director, include that compensation in the summary compensation table and include a footnote explaining which amounts relate to the director role. Do not provide disclosure for that NEO under Item 7.

ITEM 4 – INCENTIVE PLAN AWARDS

4.1 Outstanding share-based awards and option-based awards

(1) Complete this table for each NEO for all awards outstanding at the end of the most recently completed financial year. This includes awards granted before the most recently completed financial year. For all awards in this table, disclose the awards that have been transferred at other than fair market value.

	Option-based Awards				Share-based Awards		
Name **(a)**	**Number of securities underlying unexercised options (#)** **(b)**	**Option exercise price ($)** **(c)**	**Option expiration date** **(d)**	**Value of unexercised in-the-money options ($)** **(e)**	**Number of shares or units of shares that have not vested (#)** **(f)**	**Market or payout value of share-based awards that have not vested ($)** **(g)**	**Market or payout value of vested share-based awards not paid out or distributed ($)** **(h)**
CEO							
CFO							
A							
B							
C							

(2) In column (b), for each award, disclose the number of securities underlying unexercised options.

(3) In column (c), disclose the exercise or base price for each option under each award reported in column (b). If the option was granted in a different currency than that reported in the table, include a footnote describing the currency and the exercise or base price.

(4) In column (d), disclose the expiration date for each option under each award reported in column (b).

(5) In column (e), disclose the aggregate dollar amount of in-the-money unexercised options held at the end of the year. Calculate this amount based on the difference between the market value of the securities underlying the instruments at the end of the year, and the exercise or base price of the option.

(6) In column (f), disclose the total number of shares or units that have not vested.

(7) In column (g), disclose the aggregate market value or payout value of share-based awards that have not vested.

If the share-based award provides only for a single payout on vesting, calculate this value based on that payout.

If the share-based award provides for different payouts depending on the achievement of different performance goals or similar conditions, calculate this value based on the minimum payout. However, if the NEO achieved a performance goal or similar condition in a financial year covered by the share-based award that on vesting could provide for a payout greater than the minimum payout, calculate this value based on the payout expected as a result of the NEO achieving this performance goal or similar condition.

(8) In column (h), disclose the aggregate market value or payout value of vested share-based awards that have not yet been paid out or distributed.

4.2 Incentive plan awards – value vested or earned during the year

(1) Complete this table for each NEO for the most recently completed financial year.

Name (a)	Option-based awards – Value vested during the year ($) (b)	Share-based awards – Value vested during the year ($) (c)	Non-equity incentive plan compensation – Value earned during the year ($) (d)
CEO			
CFO			
A			
B			
C			

(2) In column (b), disclose the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. Compute the dollar value that would have been realized by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. Do not include the value of any related payment or other consideration provided (or to be provided) by the company to or on behalf of an NEO.

(3) In column (c), disclose the aggregate dollar value realized upon vesting of share-based awards. Compute the dollar value realized by multiplying the number of shares or units by the market value of the underlying shares on the vesting date. For any amount realized upon vesting for which receipt has been deferred, include a footnote that states the amount and the terms of the deferral.

4.3 Narrative discussion

Describe and explain the significant terms of all plan-based awards, including non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at the year end, to the extent not already discussed under sections 2.1, 2.3 and 3.2. The company may aggregate information for different awards, if separate disclosure of each award is not necessary to communicate their significant terms.

Commentary

The items included in the narrative required by section 4.3 will vary depending on the terms of each plan, but may include:

- *the number of securities underlying each award or received on vesting or exercise;*
- *general descriptions of formulae or criteria that are used to determine amounts payable;*
- *exercise prices and expiry dates;*
- *dividend rates on share-based awards;*
- *whether awards are vested or unvested;*
- *performance goals or similar conditions, or other significant conditions;*
- *information on estimated future payouts for non-equity incentive plan awards (performance goals or similar conditions and maximum amounts); and*
- *the closing market price on the grant date, if the exercise or base price is less than the closing market price of the underlying security on the grant date.*

ITEM 5 – PENSION PLAN BENEFITS

5.1 Defined benefit plans table

(1) Complete this table for all pension plans that provide for payments or benefits at, following, or in connection with retirement, excluding defined contribution plans. For all disclosure in this table, use the same assumptions and methods used for financial statement reporting purposes under the accounting principles used to prepare the company's financial statements, as permitted by National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*.

Name (a)	Number of years credited service (#) (b)	Annual benefits payable ($) (c)		Opening Present value of defined benefit obligation ($) (d)	Compensatory change ($) (e)	Non-compensatory change ($) (f)	Closing present value of defined benefit obligation ($) (g)
		At year end (c1)	At age 65 (c2)				
CEO							
CFO							
A							
B							
C							

(2) In columns (b) and (c), the disclosure must be as of the end of the company's most recently completed financial year. In columns (d) through (g), the disclosure must be as of the reporting date used in the company's audited financial statements for the most recently completed financial year.

(3) In column (b), disclose the number of years of service credited to an NEO under the plan. If the number of years of credited service in any plan is different from the NEO's number of actual years of service with the company, include a footnote that states the amount of the difference and any resulting benefit augmentation, such as the number of additional years the NEO received.

(4) In column (c), disclose

(a) the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1) based on years of credited service reported in column (b) and actual pensionable earnings as at the end of the most recently completed financial year. For purposes of this calculation, the company must assume that the NEO is eligible to receive payments or benefits at year end, and

(b) the annual lifetime benefit payable at age 65 in column (c2) based on years of credited service as of age 65 and actual pensionable earnings through the end of the most recently completed financial year, as per column (c1).

Commentary

For purposes of quantifying the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1), the company may calculate the annual lifetime benefit payable as follows:

$$\frac{\text{annual benefits payable at the presumed retirement age used to calculate the closing present value of the defined benefit obligation}}{\text{years of credited service at the presumed retirement age}} \times \frac{\text{years of credited service at year end}}{\text{years of credited service at the presumed retirement age}}$$

The company may calculate the annual lifetime benefit payable in accordance with another formula if the company reasonably believes that it produces a more meaningful calculation of the annual lifetime benefit payable at year end.

(5) In column (d), disclose the present value of the defined benefit obligation at the start of the most recently completed financial year.

(6) In column (e), disclose the compensatory change in the present value of the defined benefit obligation for the most recently completed financial year. This includes service cost net of employee contributions plus plan changes and differences between actual and estimated earnings, and any additional changes that have retroactive impact, including, for greater certainty, a change in valuation assumptions as a consequence of an amendment to benefit terms.

Disclose the valuation method and all significant assumptions the company applied in quantifying the closing present value of the defined benefit obligation. The company may satisfy all or part of this disclosure by referring to the disclosure of assumptions in its financial statements, footnotes to the financial statements or discussion in its management's discussion and analysis.

(7) In column (f), disclose the non-compensatory changes in the present value of the defined benefit obligation for the company's most recently completed financial year. Include all items that are not compensatory, such as changes in assumptions other than those already included in column (e) because they were made as a consequence of an amendment to benefit terms, employee contributions and interest on the present value of the defined benefit obligation at the start of the most recently completed financial year.

(8) In column (g), disclose the present value of the defined benefit obligation at the end of the most recently completed financial year.

5.2 Defined contribution plans table

(1) Complete this table for all pension plans that provide for payments or benefits at, following or in connection with retirement, excluding defined benefit plans. For all disclosure in this table, use the same assumptions and methods used for financial statement reporting purposes under the accounting principles used to prepare the company's financial statements, as permitted by National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*.

Name **(a)**	**Accumulated value at start of year ($)** **(b)**	**Compensatory ($)** **(c)**	**~~Non-compensatory ($)~~** **~~(d)~~**	**Accumulated value at year end ($)** **~~(e)~~(d)**
CEO				
CFO				
A				
B				
C				

(2) In column (c), disclose the employer contribution and above-market or preferential earnings credited on employer and employee contributions. Above-market or preferential earnings applies to non-registered plans and means a rate greater than the rate ordinarily paid by the company or its subsidiary on securities or other obligations having the same or similar features issued to third parties.

~~**(3)** In column (d), disclose the non-compensatory amount, including employee contributions and regular investment earnings on employer and employee contributions. Regular investment earnings means all investment earnings in~~

~~registered defined contribution plans and earnings that are not above market or preferential in other defined contribution plans.~~

(3) [Deleted]

(4) In column (~~e~~d), disclose the accumulated value at the end of the most recently completed financial year.

Commentary

1. For pension plans that provide the maximum of: (i) the value of a defined benefit pension; and (ii) the accumulated value of a defined contribution pension, companies should disclose the global value of the pension plan in the defined benefit plans table under section 5.1.

For pension plans that provide the sum of a defined benefit component and a defined contribution component, companies should disclose the respective components of the pension plan. The defined benefit component should be disclosed in the defined benefit plans table under section 5.1 and the defined contribution component should be disclosed in the defined contribution plans table under section 5.2.

2. Any contributions by the company or a subsidiary of the company to a personal savings plan like a registered retirement savings plan made on behalf of the NEO must still be disclosed in column (h) of the summary compensation table, as required by paragraph 3.1(10)(i).

5.3 Narrative discussion

Describe and explain for each retirement plan in which an NEO participates, any significant factors necessary to understand the information disclosed in the defined benefit plan table in section 5.1 and the defined contribution plan table in section 5.2.

Commentary

Significant factors described in the narrative required by section 5.3 will vary, but may include:

- *the significant terms and conditions of payments and benefits available under the plan, including the plan's normal and early retirement payment, benefit formula, contribution formula, calculation of interest credited under the defined contribution plan and eligibility standards;*
- *provisions for early retirement, if applicable, including the name of the NEO and the plan, the early retirement payment and benefit formula and eligibility standards. Early retirement means retirement before the normal retirement age as defined in the plan or otherwise available under the plan;*
- *the specific elements of compensation (e.g., salary, bonus) included in applying the payment and benefit formula. If a company provides this information, identify each element separately; and*
- *company policies on topics such as granting extra years of credited service, including an explanation of who these arrangements relate to and why they are considered appropriate.*

5.4 Deferred compensation plans

Describe the significant terms of any deferred compensation plan relating to each NEO, including:

(a) the types of compensation that can be deferred and any limitations on the extent to which deferral is permitted (by percentage of compensation or otherwise);

(b) significant terms of payouts, withdrawals and other distributions; and

(c) measures for calculating interest or other earnings, how and when these measures may be changed, and whether an NEO or the company chose these measures. Quantify these measures wherever possible.

ITEM 6 – TERMINATION AND CHANGE OF CONTROL BENEFITS

6.1 Termination and change of control benefits

(1) For each contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the

company or a change in an NEO's responsibilities, describe, explain, and where appropriate, quantify the following items:

(a) the circumstances that trigger payments or the provision of other benefits, including perquisites and pension plan benefits;

(b) the estimated incremental payments, payables, and benefits that are triggered by, or result from, each circumstance, including timing, duration and who provides the payments and benefits;

(c) how the payment and benefit levels are determined under the various circumstances that trigger payments or provision of benefits;

(d) any significant conditions or obligations that apply to receiving payments or benefits. This includes but is not limited to, non-compete, non-solicitation, non-disparagement or confidentiality agreements. Include the term of these agreements and provisions for waiver or breach; and

(e) any other significant factors for each written contract, agreement, plan or arrangement.

(2) Disclose the estimated incremental payments, payables, and benefits even if it is uncertain what amounts might be paid in given circumstances under the various plans and arrangements, assuming that the triggering event took place on the last business day of the company's most recently completed financial year. For valuing share-based awards or option-based awards, use the closing market price of the company's securities on that date.

If the company is unsure about the provision or amount of payments or benefits, make a reasonable estimate (or a reasonable estimate of the range of amounts) and disclose the significant assumptions underlying these estimates.

(3) Despite subsection (1), the company is not required to disclose the following:

(a) Perquisites and other personal benefits if the aggregate of this compensation is less than $50,000. State the individual perquisites and personal benefits as required by paragraph 3.1(10)(a).

(b) Information about possible termination scenarios for an NEO whose employment terminated in the past year. The company must only disclose the consequences of the actual termination.

(c) Information in respect of a scenario described in subsection (1) if there will be no incremental payments, payables, and benefits that are triggered by, or result from, that scenario.

Commentary

1. Subsection (1) does not require the company to disclose notice of termination without cause, or compensation in lieu thereof, which are implied as a term of an employment contract under common law or civil law.

2. Item 6 applies to changes of control regardless of whether the change of control results in termination of employment.

3. Generally, there will be no incremental payments, payables, and benefits that are triggered by, or result from, a scenario described in subsection (1) for compensation that has been reported in the summary compensation table for the most recently completed financial year or for a financial year before the most recently completed financial year.

If the vesting or payout of the previously reported compensation is accelerated, or a performance goal or similar condition in respect of the previously reported compensation is waived, as a result of a scenario described in subsection (1), the incremental payments, payables, and benefits should include the value of the accelerated benefit or of the waiver of the performance goal or similar condition.

4. A company may disclose estimated incremental payments, payables and benefits that are triggered by, or result from, a scenario described in subsection (1), in a tabular format.

ITEM 7 – DIRECTOR COMPENSATION

7.1 Director compensation table

(1) Complete this table for all amounts of compensation provided to the directors for the company's most recently completed financial year.

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)	Option-based awards ($) (d)	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compensation ($) (g)	Total ($) (h)
A							
B							
C							
D							
E							

(2) All forms of compensation must be included in this table.

(3) Complete each column in the manner required for the corresponding column in the summary compensation table in section 3.1, in accordance with the requirements of Item 3, as supplemented by the commentary to Item 3, except as follows:

(a) In column (a), do not include a director who is also an NEO if his or her compensation for service as a director is fully reflected in the summary compensation table and elsewhere in this form. If an NEO is also a director who receives compensation for his or her services as a director, reflect the director compensation in the summary compensation table required by section 3.1 and provide a footnote to this table indicating that the relevant disclosure has been provided under section 3.4.

(b) In column (b), include all fees awarded, earned, paid, or payable in cash for services as a director, including annual retainer fees, committee, chair, and meeting fees.

(c) In column (g), include all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the company, or a subsidiary of the company, to a director in any capacity, under any other arrangement. This includes, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the director for services provided, directly or indirectly, to the company or a subsidiary of the company. In a footnote to the table, disclose these amounts and describe the nature of the services provided by the director that are associated with these amounts.

(d) In column (g), include programs where the company agrees to make donations to one or more charitable institutions in a director's name, payable currently or upon a designated event such as the retirement or death of the director. Include a footnote to the table disclosing the total dollar amount payable under the program.

7.2 Narrative discussion

Describe and explain any factors necessary to understand the director compensation disclosed in section 7.1.

Commentary

Significant factors described in the narrative required by section 7.2 will vary, but may include:

- *disclosure for each director who served in that capacity for any part of the most recently completed financial year;*

Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

- *standard compensation arrangements, such as fees for retainer, committee service, service as chair of the board or a committee, and meeting attendance;*

- *any compensation arrangements for a director that are different from the standard arrangements, including the name of the director and a description of the terms of the arrangement; and*

- *any matters discussed in the compensation discussion and analysis that do not apply to directors in the same way that they apply to NEOs such as practices for granting option-based awards.*

7.3 Share-based awards, option-based awards and non-equity incentive plan compensation

Provide the same disclosure for directors that is required under Item 4 for NEOs.

ITEM 8 – COMPANIES REPORTING IN THE UNITED STATES

8.1 Companies reporting in the United States

(1) Except as provided in subsection (2), SEC issuers may satisfy the requirements of this form by providing the information required by Item 402 "Executive compensation" of Regulation S-K under the 1934 Act.

(2) Subsection (1) does not apply to a company that, as a foreign private issuer, satisfies Item 402 of Regulation S-K by providing the information required by Items 6.B "Compensation" and 6.E.2 "Share Ownership" of Form 20-F under the 1934 Act.

ITEM 9 – EFFECTIVE DATE AND TRANSITION

9.1 Effective date

(1) This form comes into force on December 31, 2008.

(2) This form applies to a company in respect of a financial year ending on or after December 31, 2008.

9.2 Transition

(1) The form entitled Form 51-102F6 *Statement of Executive Compensation*, which came into force on March 30, 2004, as amended,

(a) does not apply to a company in respect of a financial year ending on or after December 31, 2008, and

(b) for greater certainty, applies to a company that is required to prepare and file executive compensation disclosure because

(i) the company is sending an information circular to a securityholder under paragraph 9.1(2)(a) of National Instrument 51-102 *Continuous Disclosure Obligations*, the information circular includes the disclosure required by Item 8 of Form 51-102F5, and the information circular is in respect of a financial year ending before December 31, 2008, or

(ii) the company is filing an AIF that includes the disclosure required by Item 8 of Form 51-102F5, in accordance with Item 18 of Form 51-102F2, and the AIF is in respect of a financial year ending before December 31, 2008.

(2) A company that is required to prepare and file executive compensation disclosure for a reason set out in paragraph (1)(b) may satisfy that requirement by preparing and filing the disclosure required by this form.

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
06/20/2011 to 06/29/2011	2	Accutrac Capital Solutions Inc. - Preferred Shares	350,000.00	350.00
06/30/2011	49	ACM Commercial Mortgage Fund - Units	2,541,009.47	22,924.01
06/13/2011	8	Actus Minerals Corp. - Units	141,600.00	1,180,000.00
06/27/2011	15	African Consolidated Resources Plc - Common Shares	7,452,853.43	78,334,000.00
05/10/2011	2	Allana Potash Corp. - Limited Partnership Interest	11,900,512.00	7,437,820.00
06/30/2011 to 07/08/2011	58	AM Gold Inc. - Flow-Through Shares	4,347,879.75	10,414,285.00
06/13/2011	52	Anconia Resources Corp. - Units	3,510,099.90	11,700,333.00
06/30/2011	1	Anglo Swiss Resources Inc. - Common Shares	1,466,360.00	11,950,774.00
04/28/2011	1	Ashmore Brazil Fund Ltd. - Units	1,217,390.07	9,169.38
06/10/2011	24	Aura Silver Resources Inc. - Common Shares	1,550,000.00	6,200,000.00
05/16/2011	8	Bell Copper Corporation - Common Shares	1,260,000.00	6,300,000.00
06/08/2011	1	Bison Prime Mortgage Fund - Trust Units	200,000.00	20,000.00
06/30/2011	10	Bonnefield Canadian Farmland LP 1 - Units	5,485,000.00	5,485.00
06/28/2011	4	Bravo Gold Corp. - Units	2,026,050.00	15,585,000.00
06/08/2011	7	Bravo Gold Corp. - Units	3,000,000.00	23,076,923.00
06/29/2011	26	Caledonian Royalty Corporation - Units	1,700,000.00	170,000.00
06/09/2011	15	Canadian Horizons Blended Mortgage Investment Corporation - Preferred Shares	569,119.00	569,119.00
06/30/2011	15	Cantex Mine Development Corporation - Flow-Through Shares	2,400,000.00	36,923,077.00
06/09/2011	26	CareVest Capital Blended Mortgage Investment Corp. - Preferred Shares	451,590.00	451,590.00
02/04/2011	133	Carlisle Goldfields Limited (Amended) - Flow-Through Shares	5,867,590.00	NA
06/10/2011	1	Cenit Corporation - Common Shares	0.00	1,500,000.00
06/10/2011	1	Cenit Corporation - Common Shares	0.00	1,000,000.00
06/10/2011	96	Cenit Corporation - Flow-Through Units	2,696,905.00	24,500,700.00

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
06/30/2011	52	Centurion Apartment Real Estate Investment Trust - Units	3,537,570.56	349,908.07
05/18/2011	126	Century Iron Ore Holdings Inc. - Receipts	948,500.00	393,800.00
05/31/2011 to 06/08/2011	30	Century Mining Corporation - Units	1,520,186.20	4,000,490.00
07/07/2011	16	Chai Cha Na Mining Inc. - Units	51,600.00	1,720,000.00
06/30/2011	14	Clera Inc. - Common Shares	562,750.00	511,598.00
07/04/2011	1	Community Care Village Housing Kawartha Lakes Inc. - Debentures	3,773,340.30	3,773.00
06/13/2011	17	Continental Nickel Limited - Common Shares	5,000,799.40	3,572,000.00
02/24/2011 to 02/25/2011	72	Cuco Resources Limited - Common Shares	44,380,587.30	11,250,000.00
06/13/2011	9	Diaz Resources Ltd. - Debentures	8,000,000.00	8,000.00
06/29/2011	22	Duncastle Gold Corp. - Flow-Through Units	412,500.00	7,590,000.00
05/20/2011	47	Ecuador Capital Corp. - Common Shares	2,498,469.67	8,328,230.00
06/22/2011	7	Enerflex Ltd. - Notes	90,500,000.00	7.00
07/04/2011	2	First Leaside Venture Limited Partnership - Units	650,000.00	650,000.00
06/26/2011 to 07/04/2011	3	First Leaside Expansion Limited Partnership - Units	164,750.00	164,750.00
07/05/2011	2	First Leaside Global Limited Partnership - Units	645,498.11	671,834.00
06/02/2011	1	First Leaside Morgtage Fund- - Trust Units	150,000.00	150,000.00
06/13/2011	1	First Leaside Mortgage Fund - Units	5,000.00	5,000.00
06/15/2011 to 06/16/2011	4	First Leaside Wealth Management Fund - Limited Partnership Interest	225,166.00	225,166.00
07/01/2011	1	First Republic Bank - Common Shares	6,123,305.00	200,000.00
06/09/2011 to 06/10/2011	18	FLWM Holdings LP - Units	2,940,000.00	2,940,000.00
07/08/2011	33	Full Metal Zinc Ltd. - Units	2,200,000.00	8,800,000.00
06/09/2011	22	GeneNews Limited - Warrants	2,992,006.85	1,190,278.00
06/10/2011	5	Genstar Capital Partners VI, L.P. - Limited Partnership Interest	144,078,000.00	147,500,000.00
05/30/2011	39	Global MGA Financial Inc. - Units	1,950,000.00	12,187,500.00
06/24/2011	12	Goinstant, Inc. - Preferred Shares	1,698,952.50	1,489,251.00
04/06/2011	76	Guardian Exploration Inc. - Units	1,738,800.00	17,388,000.00
06/29/2011	124	Harbour First Mortgage Fund Limited Partnership - Units	3,060,366.00	3,060,366.00

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
06/14/2011	78	Hunt Mining Corp. - Units	11,540,250.00	25,648,000.00
06/22/2011	2	Hy-Power Nano Inc. - Debentures	1,500,000.00	2.00
06/23/2011	1	iCanTrade Corporation - Common Shares	89,370.00	89,370.00
06/27/2011 to 06/30/2011	37	IGW Real Estate Investment Trust - Units	1,704,671.63	NA
06/20/2011	37	IntelGenx Technologies Corp. - Units	3,160,847.72	4,821,342.00
06/30/2011	1	Intertainment Media Inc. - Common Shares	200,000.00	289,855.00
06/20/2011	1	Invesco Mortgage Capital Inc. - Common Shares	98,583.88	5,000.00
07/07/2011	27	Kentucky Petroleum Limited Partnership - Common Shares	135,000.00	27.00
06/27/2011	23	King's Bay Gold Corporation - Units	251,500.00	5,030,000.00
05/24/2011	24	La Quinta Resources Corporation - Units	605,000.00	7,562,500.00
06/08/2011	38	las Vegas From Home.com Entertainment Inc. - Units	713,550.00	71,350,500.00
06/10/2011 to 06/14/2011	12	Legacy Platinum Corp. - Common Shares	2,680,000.00	2,680,000.00
06/01/2011	35	Les Immeubles 4857 Bourque Inc. - Units	6,000,000.00	6,000,000.00
06/14/2011	32	Lincoln Mining Corporation - Units	944,550.09	5,556,177.00
06/30/2011	17	Longbow Capital Limited Partnership #19 - Units	2,125,000.00	2,125.00
06/27/2011	4	Lord Lansdowne Holdings Inc. - Common Shares	663,338.65	2.00
06/27/2011 to 06/30/2011	7	Member-Partners Solar Energy Limited Partnership - Units	250,000.00	250,000.00
06/17/2011	18	Metropolitan Life Global Funding I - Notes	325,000,000.00	32,500,000.00
05/09/2011	26	Mexivada Mining Corp. - Units	535,000.00	5,350,000.00
06/28/2011	3	Mineral Deposits Limited - Common Shares	930,000.00	150,000.00
03/23/2011	11	Moneta Porcupine Mines Inc. - Common Shares	6,600,000.00	NA
06/28/2011	3	MOVE Trust - Notes	5,317,667.09	NA
06/29/2011	1	National CineMedia, LLC - Notes	2,911,500.00	1.00
07/01/2011	3	New Solutions Financial (II) Corporation - Debentures	635,000.00	3.00
06/24/2011	8	Nova-Ethio Potash Corporation - Common Shares	1,065,000.00	4,260,000.00
01/21/2011	11	Oceanic Iron Ore Corp. (amended) - Common Shares	85,000.00	212,500.00
06/20/2011	20	Orosur Mining Inc. - Common Shares	8,250,726.00	12,501,100.00
06/10/2011	2	Osisko Mining Corporation - Common Shares	3,010,000.00	172,000.00
06/30/2011 to 07/06/2011	62	Panoro Minerals Ltd. - Units	7,751,755.90	17,226,124.00

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
06/23/2011	50	Pennant Pure Yield Fund - Trust Units	1,679,080.00	167,908.00
03/25/2011 to 06/03/2011	2	Pico-Tesla Magnetic therapies, LLC - Units	195,795.00	20.00
06/20/2011	4	Portex Minerals Inc. - Common Shares	135,933.00	906,219.00
06/09/2011	24	Prodigy Gold Inc. - Common Shares	24,310,500.00	NA
06/20/2011	6	Proforma Capital Bond (II) Corporation - Bonds	921,000.00	9,210.00
07/04/2011	27	Radius Gold Inc. - Units	3,660,000.00	6,100,000.00
06/13/2011	1	Red Mile Minerals Corp. - Common Shares	9,000.00	60,000.00
06/27/2011 to 06/30/2011	17	Redux Duncan City Centre Limited Partnership - Notes	1,345,000.00	1,345,000.00
06/07/2011	2	Reliant Gold Corp. - Common Shares	10,000.00	100,000.00
06/17/2011	1	Rencore Resources Ltd. - Warrants	0.00	144,426.00
06/16/2011	62	Ridgeline Energy Services Inc. - Common Shares	5,182,394.04	11,266,074.00
06/27/2011	74	Rio Verde Minerals Corp. - Receipts	10,790,000.00	16,600,000.00
06/28/2011	6	Rock Tech Lithium Inc. - Units	958,327.50	2,194,425.00
06/30/2011	5	Rogers Gold Corp. - Debentures	274,000.00	274,000.00
05/30/2011 to 06/07/2011	55	Ross Smith Capital Investment Fund - Units	7,128,429.56	697,498.00
06/30/2011	5	Royal Bank of - Notes	2,471,088.00	2,560.00
07/13/2011 to 07/14/2011	2	Royal Bank of Canada - Notes	1,164,180.00	2,200.00
05/27/2011 to 05/31/2011	37	Selwyn Resources Ltd. - Special Warrants	11,794,500.00	47,178,000.00
06/23/2011	37	Sernova Corp. - Units	1,014,203.73	5,337,914.00
07/07/2011	1	Signature Bank - Common Shares	539,212.50	4,100,000.00
06/08/2011	3	Sinclair Cockburn Mortgage Investment Corporation - Common Shares	429,318.00	429,318.00
06/17/2011	229	Spartan Oil Corp. - Common Shares	10,999,999.50	7,382,550.00
06/21/2011	2	Sphere Resources Inc. - Common Shares	6,600.00	110,000.00
06/28/2011	23	Synodon Inc. - Units	1,749,999.93	8,333,333.00
06/14/2011	3	Temex Resources Corp. - Common Shares	6,000.00	30,000.00
06/27/2011	2	Temex Resources Corp. - Common Shares	625,000.00	2,000,000.00
07/04/2011	1	Temporal Power Ltd. - Preferred Shares	3,000,000.00	6,382,978.00
07/04/2011	22	Timbercreek Mortgage Investment Corporation - Special Shares	12,185,000.00	1,218,500.00

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
02/03/2011	319	Torc Oil & Gas Ltd. - Common Shares	125,202,000.00	41,734,000.00
02/22/2011	44	Toyota Credit Canada Inc. - Notes	299,674,001.00	NA
06/27/2011	4	Tribe HR Corp. - Common Shares	1,063,372.28	3,470,465.00
05/11/2011	31	Trilateral Energy Ltd. - Units	695,949.85	1,988,428.00
04/26/2011	73	True North Gems Inc. - Units	2,767,600.00	27,676,000.00
06/28/2011	2	UBS AG, London Branch - Certificates	149,611.78	154.00
06/21/2011	9	UBS AG, London Branch - Notes	1,928,000.00	1,928.00
06/10/2011	2	Vanedge Capital Partners Limited - Limited Partnership Interest	1,800,000.00	1,800,000.00
06/30/2011	41	Vinequest Wine Partners Limited Partnership - Units	1,230,000.00	41.00
06/30/2011	7	Walton MD Potomac Crossing Investment Corporation - Common Shares	417,420.00	41,742.00
06/30/2011	23	Walton Silver Crossing Investment Corporation - Common Shares	508,740.00	50,874.00
06/30/2011	3	Walton Silver Crossing LP - Units	582,446.59	59,264.00
06/30/2011	5	West High Yield (W.H.Y.) Resources Ltd. - Flow-Through Units	1,000,000.00	2,500,000.00
06/29/2011	17	Western Pacific Resources Corp. - Units	2,499,750.00	4,545,000.00
06/01/2011	1	York Select Unit Trust - Trust Units	841,232.40	841,232.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
East Asia Energy Corporation
Principal Regulator - British Columbia
Type and Date:
Second Amended and Restated Preliminary Long Form Prospectus dated July 18, 2011
NP 11-202 Receipt dated July 18, 2011
Offering Price and Description:
Distribution by East Asia Minerals Corporation of * Common Shares of East Asia Energy Corporation
as a Dividend-in-Kind
Underwriter(s) or Distributor(s):
-
Promoter(s):
EAST ASIA MINERALS CORPORATION
Project #1732071

Issuer Name:
HSBC Emerging Markets Debt Fund
Principal Regulator - British Columbia
Type and Date:
Preliminary Simplified Prospectus dated July 13, 2011
NP 11-202 Receipt dated July 14, 2011
Offering Price and Description:
Investor, Advisor, Premium, Manager and Institutional Series Units
Underwriter(s) or Distributor(s):
HSBC Investment Funds (Canada) Inc.
HSBC Investment Funds (Canada) Inc.
Promoter(s):
HSBC Investment Funds (Canada) Inc.
Project #1773441

Issuer Name:
Mackenzie Universal Emerging Markets Corporate Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated July 18, 2011
NP 11-202 Receipt dated July 19, 2011
Offering Price and Description:
Series R Securities
Underwriter(s) or Distributor(s):
-
Promoter(s):
Maackenzie Financial Corporation
Project #1774152

Issuer Name:
Nevada Copper Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated July 13, 2011
NP 11-202 Receipt dated July 13, 2011
Offering Price and Description:
$65,070,000.00 - 12,050,000 Common Shares Price: $5.40 per Common Share
Underwriter(s) or Distributor(s):
CANACCORD GENUITY CORP.
SCOTIA CAPITAL INC.
GMP SECURITIES L.P.
CORMARK SECURITIES INC.
MACQUARIE CAPITAL MARKETS CANADA LTD.
PARADIGM CAPITAL INC.
DESJARDINS SECURITIES INC.
M PARTNERS INC.
Promoter(s):
-
Project #1772791

Issuer Name:
Phillips, Hager & North Overseas Equity Class
Phillips, Hager & North Total Return Bond Capital Class
Phillips, Hager & North U.S. Multi-Style All-Cap Equity Class
RBC Canadian Dividend Class
RBC Canadian Equity Class
RBC Canadian Equity Income Class
RBC Canadian Mid Cap Equity Class
RBC Emerging Markets Equity Class
RBC Global Resources Class
RBC High Yield Bond Capital Class
RBC North American Value Class
RBC Short Term Income Class
RBC U.S. Equity Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated July 14, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
Series A, Advisor Series, Series D, Series F and Series O mutual fund shares
Underwriter(s) or Distributor(s):
RBC Direct Investing Inc.
Promoter(s):
RBC Global Asset Management Inc.
Project #1773674

Issuer Name:
Phillips, Hager & North Total Return Bond Trust
RBC High Yield Bond Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated July 14, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
Series O Units
Underwriter(s) or Distributor(s):
RBC Global Asset Management Inc.
Promoter(s):
RBC Global Asset Management Inc.
Project #1773677

Issuer Name:
SANDSTORM METALS & ENERGY LTD.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated July 19, 2011
NP 11-202 Receipt dated July 19, 2011
Offering Price and Description:
$45,003,750.00 - 81,825,000 Units Price: C$0.55 per Unit
Underwriter(s) or Distributor(s):
CORMARK SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
BMO NESBITT BURNS INC.
CANACCORD GENUITY CORP.
PARADIGM CAPITAL INC.
CASIMIR CAPITAL LTD.
Promoter(s):
Nolan Watson
Project #1774586

Issuer Name:
Sangihe Gold Corporation
Principal Regulator - British Columbia
Type and Date:
Second Amended and Restated Preliminary Long Form Prospectus dated July 18, 2011
NP 11-202 Receipt dated July 18, 2011
Offering Price and Description:
Distribution by East Asia Minerals Corporation of * Common Shares of Sangihe Gold Corporation
as a Dividend-in-Kind and Rights Offering to Holders of Common Shares of Sangihe Gold Corporation
of * Units (each Unit comprising of 1 Common Share and one half of 1 Common Share Purchase Warrant):
Price: $ 0.40 per Unit (on exercise of 3 Rights for 2 Units)
Underwriter(s) or Distributor(s):
-
Promoter(s):
East Asia Minerals Corporation
Project #1732105

Issuer Name:
Stone & Co. Dividend Growth Class Canada
Stone & Co. Europlus Dividend Growth Fund
Stone & Co. Flagship Global Growth Fund
Stone & Co. Flagship Growth & Income Fund Canada
Stone & Co. Flagship Money Market Fund Canada
Stone & Co. Flagship Stock Fund Canada
Stone & Co. Growth Industries Fund
Stone & Co. Resource Plus Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated July 18, 2011
NP 11-202 Receipt dated July 19, 2011
Offering Price and Description:
Series L shares and Series L units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Stone & Co. Limited
Project #1774094

Issuer Name:
Tanzanian Royalty Exploration Corporation
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated July 11, 2011
NP 11-202 Receipt dated July 13, 2011
Offering Price and Description:
U.S.$25,000,005.00 - 4,237,289 Units Price: U.S.$5.90 per Unit
Underwriter(s) or Distributor(s):
CASIMIR CAPITAL LTD.
Promoter(s):
-
Project #1772505

Issuer Name:
TG Residential Value Properties Ltd.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated July 14, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
$500,000.00 - 5,000,000 COMMON SHARES Price: $0.10 per Common Share
Underwriter(s) or Distributor(s):
Leede Financial Markets Inc.
Promoter(s):
-
Project #1773635

Issuer Name:
Union Agriculture Group Corp
Principal Regulator - Ontario
Type and Date:
Second Amended and Restated Preliminary Long Form PREP Prospectus dated July 14, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
US$ * - 14,285,715 Common Shares PRICE US$ * PER COMMON SHARE
Underwriter(s) or Distributor(s):
CREDIT SUISSE SECURITIES (CANADA), INC.
J.P. MORGAN SECURITIES CANADA INC.
WELLINGTON WEST CAPITAL MARKETS INC.
Promoter(s):
-
Project #1770541

Issuer Name:
Union Agriculture Group Corp
Principal Regulator - Ontario
Type and Date:
Third Amended and Restated Preliminary Long Form PREP Prospectus dated July 15, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
US$ * - 14285,715 Common Shares Price: US$ * per Common Share
Underwriter(s) or Distributor(s):
CREDIT SUISSE SECURITIES (CANADA), INC.
J.P. MORGAN SECURITIES CANADA INC.
WELLINGTON WEST CAPITAL MARKETS INC.
Promoter(s):
-
Project #1770541

Issuer Name:
Quadrus Series, H Series, L Series and N Series Securities (unless otherwise indicated) of:
Conservative Folio Fund
Moderate Folio Fund (also D5 Series, H5 Series, L5 Series and N5 Series Securities)
Balanced Folio Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8 Series, L8
Series and N8 Series Securities)
Advanced Folio Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8 Series, L8
Series and N8 Series Securities)
Aggressive Folio Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8 Series, L8
Series and N8 Series Securities)
Quadrus Cash Management Corporate Class
Quadrus Fixed Income Corporate Class
Quadrus Canadian Equity Corporate Class (also D5 Series, H5 Series, L5 Series, N5 Series, D8
Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus Sionna Canadian Value Corporate Class (also D5 Series, H5 Series, L5 Series, N5 Series,
D8 Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus Eaton Vance U.S. Value Corporate Class (also D5 Series, H5 Series, L5 Series, N5 Series,
D8 Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus North American Specialty Corporate Class
Quadrus U.S. and International Equity Corporate Class (also D5 Series, H5 Series, L5 Series, N5
Series, D8 Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus U.S. and International Specialty Corporate Class
Quadrus Setanta Global Dividend Corporate Class (also D5 Series, H5 Series, L5 Series, N5
Series, D8 Series, H8 Series, L8 Series and N8 Series Securities)
(Classes of shares of Multi-Class Investment Corp.)
Quadrus Money Market Fund (also RB Series)
GWLIM Corporate Bond Fund
London Capital Canadian Bond Fund
Quadrus Laketon Fixed Income Fund
London Capital Diversified Income Fund (also D5 Series, H5 Series, L5 Series and N5 Series
Securities)
London Capital Income Plus Fund (also D5 Series, H5 Series, L5 Series and N5 Series Securities)
Mackenzie Maxxum Canadian Balanced Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8
Series, H8 Series, L8 Series and N8 Series Securities)
Mackenzie Sentinel Strategic Income Class (also D5 Series, H5 Series, L5 Series and N5 Series
Securities) (Classes of shares of Mackenzie Financial Capital Corporation)
GWLIM Canadian Growth Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8
Series, L8 Series and N8 Series Securities)
London Capital Canadian Diversified Equity Fund (also D5 Series, H5 Series, L5 Series, N5 Series,
D8 Series, H8 Series, L8 Series and N8 Series Securities)
London Capital Canadian Dividend Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8
Series, H8 Series, L8 Series and N8 Series Securities)

Mackenzie Focus Canada Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8
Series, L8 Series and N8 Series Securities)
Mackenzie Maxxum Dividend Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8
Series, L8 Series and N8 Series Securities)
Mackenzie Maxxum Canadian Equity Growth Fund (also D5 Series, H5 Series, L5 Series, N5
Series, D8 Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus AIM Canadian Equity Growth Fund
London Capital U.S. Value Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8 Series, H8
Series, L8 Series and N8 Series Securities)
Mackenzie Universal American Growth Class (Unhedged Class) (Classes of shares of Mackenzie
Financial Capital Corporation)
Mackenzie Universal U.S. Growth Leaders Fund
GWLIM North American Mid Cap Fund
Mackenzie Focus Far East Class (Classes of shares of Mackenzie Financial Capital Corporation)
Mackenzie Ivy European Class (Classes of shares of Mackenzie Financial Capital Corporation)
Mackenzie Universal Emerging Markets Class (Classes of shares of Mackenzie Financial Capital
Corporation)
Mackenzie Universal Global Growth Fund
Quadrus Templeton International Equity Fund (also D5 Series, H5 Series, L5 Series, N5 Series, D8
Series, H8 Series, L8 Series and N8 Series Securities)
Quadrus Trimark Global Equity Fund
London Capital Global Real Estate Fund (also D5 Series, H5 Series, L5 Series and N5 Series
Securities)
Mackenzie Universal Canadian Resource Fund
Mackenzie Universal Precious Metals Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated June 30, 2011
NP 11-202 Receipt dated July 14, 2011
Offering Price and Description:
Quadrus Series, H Series, L Series, N Series @ Net Asset Value
Underwriter(s) or Distributor(s):
Quadrus Investment Services Ltd.
Promoter(s):
Mackenzie Financial Corporation
Project #1750083

Issuer Name:
Canadian Silver Hunter Inc.
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated July 13, 2011
NP 11-202 Receipt dated July 14, 2011
Offering Price and Description:
10,000,000 Units at $0.25 per Unit For Gross Proceeds of $2,500,000.00
Underwriter(s) or Distributor(s):
All Group Financial Services Inc.
Promoter(s):
Jeffery Hunter
Project #1748492

Issuer Name:
Chop Exploration Inc.
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated July 19, 2011
NP 11-202 Receipt dated July 19, 2011
Offering Price and Description:
$1,200,000.00 (Maximum) A MINIMUM OF 5,600,000 UNITS AND A MAXIMUM OF 6,000,000 UNITS $0.20 PER UNIT
Underwriter(s) or Distributor(s):
Northern Securities Inc.
Promoter(s):
Christopher J. F. Harrop
Project #1741955

Issuer Name:
Citigroup Finance Canada Inc.
Principal Regulator - Ontario
Type and Date:
Final Base Shelf Prospectus dated July 13, 2011
NP 11-202 Receipt dated July 13, 2011
Offering Price and Description:
$5,000,000,000.00:
Medium Term Notes
(unsecured)
Underwriter(s) or Distributor(s):
TD SECURITIES INC.
RBC DOMINION SECURITIES INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
SCOTIA CAPITAL INC.
MERRILL LYNCH CANADA INC.
NATIONAL BANK FINANCIAL INC.
CITIGROUP GLOBAL MARKETS CANADA INC.
EDWARD JONES
Promoter(s):
-
Project #1768531

Issuer Name:
IAMGOLD Corporation
Principal Regulator - Ontario
Type and Date:
Final Base Shelf Prospectus dated July 14, 2011
NP 11-202 Receipt dated July 14, 2011
Offering Price and Description:
US$1,000,000,000.00:
Common Shares
First Preference Shares
Second Preference Shares
Debt Securities
Warrants
Subscription Receipts
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1769184

Issuer Name:
Meritas International Equity Fund
Meritas Income Portfolio
Meritas Income & Growth Portfolio
Meritas Balanced Portfolio
Meritas Growth & Income Portfolio
OceanRock Income Portfolio
Series A and F Units
Principal Regulator - British Columbia
Type and Date:
Amendment #1 dated July 8, 2011 to the Simplified Prospectuses dated April 6, 2011
NP 11-202 Receipt dated July 18, 2011
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
OceanRock Investments Inc.
Project #1705788

Issuer Name:
NexGen Financial Corporation
Type and Date:
Final Long Form Non-Offering Prospectus dated July 14, 2011
Receipted on July 15, 2011
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1746307

Issuer Name:
OceanRock Canadian Equity Fund
OceanRock US Equity Fund
OceanRock International Equity Fund
OceanRock Income & Growth Portfolio
OceanRock Balanced Portfolio
OceanRock Growth & Income Portfolio
OceanRock Growth Portfolio
Class A and F Units
Principal Regulator - British Columbia
Type and Date:
Final Simplified Prospectuses dated July 15, 2011
NP 11-202 Receipt dated July 18, 2011
Offering Price and Description:
Class A and F Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
OceanRock Investments Inc.
Project #1756775

Issuer Name:
OceanRock Canadian Equity Fund
OceanRock US Equity Fund
OceanRock International Equity Fund
OceanRock Income & Growth Portfolio
OceanRock Balanced Portfolio
OceanRock Growth & Income Portfolio
OceanRock Growth Portfolio
Class A and F Units
Principal Regulator - British Columbia
Type and Date:
Amendment #2 dated July 8, 2011 to the Simplified Prospectuses dated October 8, 2010
NP 11-202 Receipt dated July 14, 2011
Offering Price and Description:
Series A units, Series F units
Underwriter(s) or Distributor(s):
-
Promoter(s):
OceanRock Investments Inc.
Project #1632707

Issuer Name:
Templeton Frontier Markets Fund
(Series O Units)
Templeton Frontier Markets Corporate Class
(of Franklin Templeton Corporate Class Ltd.)
(Series A, F and O Shares)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated July 12, 2011
NP 11-202 Receipt dated July 15, 2011
Offering Price and Description:
Series O Units and Series A, F and O Shares @ Net Asset Value
Underwriter(s) or Distributor(s):
Franklin Templeton Investments Corp.
Promoter(s):
Franklin Templeton Investments Corp.
Project #1750962

Issuer Name:
Trimel Pharmaceuticals Corporation (formerly J5 Acquisition Corp.)
Type and Date:
Final Non-Offering Long Form Prospectus dated July 11, 2011
Receipted on July 13, 2011
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1730289

Issuer Name:
YM BioSciences Inc.
Type and Date:
Final Base Shelf Prospectus dated July 14, 2011
Receipted on July 14, 2011
Offering Price and Description:
US$125,000,000.00:
Common Shares
Warrants
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1770819

Issuer Name:
Energy Plus Income Corp.
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Long Form Prospectus dated May 27, 2011
Withdrawn on July 14, 2011
Offering Price and Description:
Maximum $* (* Class A Shares) Price: $10.00 per Share
Minimum Subscription: 100 Shares
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Genuity Corp.
GMP Securities L.P.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Desjardins Securities Inc.
Dundee Securities Ltd.
Mackie Research Capital Corporation
Macquarie Private Wealth Inc.
Manulife Securities Incorporated
Wellington West Capital Markets Inc.
Promoter(s):
Faircourt Asset Management Inc.
Project #1752063

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: Morgan Stanley & Co. Incorporated To: Morgan Stanley & Co. LLC	Exempt Market Dealer	May 31, 2011
Name Change	From: Emerging Markets Management, LL.C. To: Ashmore EMM, L.L.C.	Portfolio Manager	June 1, 2011
Voluntary Surrender	Red Barn Capital Inc.	Exempt Market Dealer Portfolio Manager	July 12, 2011
Change in Registration Category	I.A. Michael Investment Counsel Ltd.	From: Exempt Market Dealer Portfolio Manager To: Exempt Market Dealer Portfolio Manager Investment Fund Manager	July 13, 2011
Change in Registration Category	Vision Capital Corporation	From: Exempt Market Dealer Portfolio Manager To: Exempt Market Dealer Portfolio Manager Investment Fund Manager	July 13, 2011
New Registration	Bowmont Capital and Advisory Ltd.	Exempt Market Dealer	July 13, 2011

Type	Company	Category of Registration	Effective Date
Change in Registration Category	G.I. Capital Corp.	From: Exempt Market Dealer Portfolio Manager To: Exempt Market Dealer Portfolio Manager Investment Fund Manager	July 14, 2011
New Registration	Exponent Investment Management Inc.	Portfolio Manager	July 15, 2011
Change in Registration Category	Jones Collombin Investment Counsel Inc.	From: Exempt Market Dealer Portfolio Manager To: Exempt Market Dealer Portfolio Manager Investment Fund Manager	July 15, 2011
Change in Registration Category	Toron Capital Markets Inc.	From: Exempt Market Dealer Portfolio Manager and Commodity Trading Manager To: Exempt Market Dealer Portfolio Manager, Commodity Trading Manager and Investment Fund Manager	July 15, 2011
Suspension pursuant to section 10.2 of NI 31-103	Wellington West Capital Markets Inc.	Investment Dealer	July 15, 2011
New Registration	AUM Corporate Finance Inc.	Exempt Market Dealer	July 18, 2011
Voluntary Surrender	GinsOrg International Inc.	Exempt Market Dealer	July 18, 2011
Voluntary Surrender	Hill Harris Hunt Capital Limited	Exempt Market Dealer	July 18, 2011

Type	Company	Category of Registration	Effective Date
Change in Registration Category	Goodman & Company, Investment Counsel Ltd.	From: Portfolio Manager and Commodity Trading Manager To: Portfolio Manager, Commodity Trading Manager and Investment Fund Manager	July 19, 2011
Change in Registration Category	UBS Global Asset Management (Canada) Inc.	From: Exempt Market Dealer Portfolio Manager and Commodity Trading Manager To: Exempt Market Dealer Portfolio Manager, Commodity Trading Manager and Investment Fund Manager	July 19, 2011
Consent to Suspension (Pending Surrender)	One Click Financial Inc.	Exempt Market Dealer	July 19, 2011
Change in Registration Category	Goodwood Inc.	From: Investment Dealer To: Investment Dealer and Investment Fund Manager	July 20, 2011

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Chapter 13

SROs, Marketplaces and Clearing Agencies

13.3 Clearing Agencies

13.3.1 OSC Staff Notice of Commission Approval - Material Amendments to CDS Rules – Real Time CNS Settlement

OSC STAFF NOTICE OF COMMISSION APPROVAL

CDS CLEARING AND DEPOSITORY SERVICES INC.

MATERIAL AMENDMENTS TO CDS RULES – REAL TIME CNS SETTLEMENT

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and CDS Clearing and Depository Services Inc. (CDS), the Commission approved on July 12, 2011, amendments filed by CDS to its rules relating to the real time CNS settlement. The amendments eliminate the current intraday CNS process (that runs in four cycles) which processes outstanding trade positions that were not settled on the night of T+2 with a new real time CNS cycle. A copy and description of the rule amendments were published for comment on May 6, 2011 at (2011) 34 OSCB 5359. No comments were received.

13.3.2 OSC Staff Notice of Commission Approval - Material Amendments to CDS Procedures – Real Time CNS Settlement and CNS Settlement Hold

OSC STAFF NOTICE OF COMMISSION APPROVAL

CDS CLEARING AND DEPOSITORY SERVICES INC.

MATERIAL AMENDMENTS TO CDS PROCEDURES –

REAL TIME CNS SETTLEMENT AND CNS SETTLEMENT HOLD

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and CDS Clearing and Depository Services Inc. (CDS), the Commission approved on July 12, 2011, amendments filed by CDS to its procedures relating to the real time CNS settlement and the implementation of CNS settlement hold functionality. The amendments provide participants with information related to the system changes that are required to replace the current intraday CNS cycles with the real time CNS cycle and to implement the CNS Hold functionality. A copy and description of the procedural amendments were published for comment on May 6, 2011 at (2011) 34 OSCB 5365. No comments were received.

Chapter 25

Other Information

25.1 Approvals

25.1.1 Sevenoaks Capital Inc. – s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited:

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

June 28, 2011

Borden Ladner Gervais LLP
Scotia Plaza, 40 King St. West
Toronto, ON M5H 3Y4

Attention: Sarah K. Gardiner

Dear Sirs/Mesdames:

Re: Sevenoaks Capital Inc. (the "Applicant")
Application pursuant to clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario) for approval to act as trustee

Application No. 2011/0388

Further to your application dated May 17, 2011 (the "**Application**") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Sevenoaks Opportunities RSP Fund and any other future mutual fund trusts that the Applicant may establish and manage from time to time, will be held in the custody of a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction, or a bank listed in Schedule I, II or III of the *Bank Act* (Canada), or an affiliate of such bank or trust company, the Ontario Securities Commission (the "**Commission**") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Sevenoaks Opportunities RSP Fund and any other future mutual fund trusts which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

"Wes M. Scott"

"James Turner"

25.1.2 JovInvestment Management Inc. – s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

June 24, 2011

Fasken Martineau DuMoulin LLP
333 Bay Street
Suite 2400
Toronto, ON M5H 2T6

Attention: Garth Foster

Dear Sirs/Mesdames:

Re: JovInvestment Management Inc. (the "Applicant")
Application pursuant to clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario) for approval to act as trustee

Application No. 2011/0401

Further to your application dated May 20, 2011 (the "**Application**") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Lionscrest TailPro – US Equity Fund and any other future mutual fund trusts that the Applicant may establish and manage from time to time, will be held in the custody of a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction, or a bank listed in Schedule I, II or III of the *Bank Act* (Canada), or an affiliate of such bank or trust company, the Ontario Securities Commission (the "**Commission**") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Lionscrest TailPro – US Equity Fund and any other future mutual fund trusts which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

"Vern Krishna"

"James D. Carnwath"

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