

Note: [04 Jul 2008] – Changes to 51-102CP. Refer to Appendix E of CSA Notice announcing amendments to NI 51-102 dated 18 Apr 2008.

AMENDMENTS TO COMPANION POLICY 51-102CP CONTINUOUS DISCLOSURE OBLIGATIONS

Note: [18 Apr 2008] - Amendments to companion policy to NI 51-102. Refer to Appendix E of CSA Notice announcing amendments to NI 51-102 dated 18 Apr 2008.

1. Companion Policy 51-102CP *Continuous Disclosure Obligations* is amended:

(a) by striking out the word “Multilateral” and substituting the word “National”, and by striking out “or, in British Columbia, BC Instrument 52-509 *Audit Committees*” in section 1.7.

(b) by adding the following after section 9.2:

9.3 Proxy Solicitations Made to the Public by Broadcast, Speech or Publication

Subsection 9.2(4) of the Instrument provides an exemption from the proxy solicitation and information circular requirements for certain proxy solicitations made to the public by broadcast, speech or publication. The exemption permits securityholders to solicit proxies by public means, including a speech or broadcast, through a newspaper advertisement or over the Internet (provided that the solicitation contains certain information and that information is filed on SEDAR).

The exemption will only apply if the proxy solicitation is made to the public. Securities regulatory authorities generally consider a solicitation to be made to the public if it is disseminated in a manner calculated to effectively reach the marketplace. A solicitation to the public would generally include a solicitation that is made by:

- (a) a speech in a public forum; or
- (b) a press release, a statement or an advertisement provided through a broadcast medium or by a telephone conference call or electronic or other communication facility generally available to the public, or appearing in a newspaper, a magazine, a website or other publication generally available to the public.

A proxy solicitation to the public would generally not include a solicitation made by phone, mail or email to only a select group of securityholders of a reporting issuer.

- (c) **by striking out the address of the Manitoba Securities Commission in section 13.1 and substituting the following:**

Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, Manitoba
R3C 4K5

Attention: Corporate Finance

- 2. This amendment comes into force July 4, 2008.**