

## **CPC OPERATING AGREEMENT**

Among:

TSX Venture Exchange Inc. (**TSX Venture**)

and

Alberta Securities Commission (**ASC**)

British Columbia Securities Commission (**BCSC**)

The Manitoba Securities Commission (**MSC**)

Financial and Consumer Services Commission (New Brunswick) (**FCNB**)

Office of the Superintendent of Securities (Northwest Territories) (**NWT**)

Nova Scotia Securities Commission (**NSSC**)

Ontario Securities Commission (**OSC**)

Office of the Superintendent of Securities (Prince Edward Island) (**PEI**)

Autorite des marches financiers (**AMF**)

Financial and Consumer Affairs Authority of Saskatchewan (**FCAA**)

and

Office of the Yukon Superintendent of Securities (**YT**)

## TABLE OF CONTENTS

### **Agreement**

#### **I. Definitions and Interpretation**

- A. Definitions
- B. Interpretation

#### **II. Background and Purpose**

#### **III. IPO Regulator**

- A. Issuing Receipts
- B. Commission Review of CPC Prospectus

#### **IV. CPC Prospectus: Responsibilities of TSX Venture**

#### **V. Qualifying Transaction: Responsibilities of TSX Venture**

#### **VI. Waivers and Amendments**

- A. Waivers of Securities Legislation
- B. Significant Waivers of CPC Policy and Forms
- C. Amendments to the CPC Policy, CPC Prospectus Form or QT Circular Form

#### **VII. Violation of Securities Legislation**

#### **VIII. Reporting**

#### **IX. Miscellaneous**

- A. Application of this Agreement
- B. Effective Date
- C. Cancellation of this Agreement
- D. Appendices
- E. Consultation
- F. Amendments to Operating Agreement
- G. Counterparts
- H. Quebec Policy Statement

## **Appendix A - CPC Prospectus and QT Circular Procedures, Review Staff, SEDAR, File Maintenance and Policy Amendments**

### **I. CPC Prospectus Review**

- A. Filing of CPC Prospectus
- B. Review of Preliminary CPC Prospectus
- C. Prospectus Amendments

### **II. Qualifying Transaction Review**

- A. Review of QT Circular
- B. Procedures for AMF Review of QT Circulars

### **III. CPC Review Staff and QT Review Staff: Qualifications and Training**

- A. General
- B. CPC Review Staff
- C. QT Review Staff

### **IV. Use of SEDAR**

### **V. File Maintenance**

- A. File Maintenance
- B. Maintaining a Database

### **VI. Policy Amendments**

## **Appendix B - Significant Waivers of CPC Policy**

## **Appendix C - Addressees for CPC Policy and Form Amendments and Amendments to the Agreement**

## Appendix D - Parties Required to Approve Amendments to the Agreement

## Appendix E - Addressees for Notification of Securities Legislation Contraventions

## **I. Definitions and Interpretation**

### **A. Definitions**

The following terms used in this Agreement have the meanings set out below.

**Applicable Commission(s)** means each Commission with which a CPC has filed a CPC Prospectus.

**Co-lead Regulators** means each of the ASC and BCSC.

**Commission** means any of the ASC, BCSC, MSC, FCNB, NWT, NSSC, OSC, PEI, AMF, FCAA and YT, and includes either or both of the securities regulatory authority and regulator, as applicable.

**Control Person** has the meaning ascribed to that term in TSX Venture Policy 1.1 - *Interpretation*.

**CPC** has the meaning ascribed to that term in the CPC Policy.

**CPC Filing Statement** means a filing statement of the CPC prepared in accordance with Form 3B2 - *Information Required in a Filing Statement for a Qualifying Transaction*.

**CPC Information Circular** means an information circular of the CPC prepared in accordance with Form 3B1 - *Information Required in an Information Circular for a Qualifying Transaction*.

**CPC Jurisdictions** means the jurisdictions in which a CPC Prospectus may be filed and receipted and, as at the date of this Agreement, includes Alberta, British Columbia, Manitoba, New Brunswick, Northwest Territories, Nova Scotia, Ontario, Prince Edward Island, Quebec, Saskatchewan and Yukon Territory.

**CPC Policy** means TSX Venture Policy 2.4 - *Capital Pool Companies* as published on December 1, 2020 and effective on January 1, 2021, as amended from time to time.

**CPC Prospectus** has the meaning ascribed to that term in the CPC Policy and includes a preliminary prospectus, final prospectus and any amendments to a preliminary or final prospectus except where specifically identified to be only the preliminary, final or amended version of such document.

**CPC Prospectus Form** means Form 3A - *Information Required in a CPC Prospectus*.

**CPC Review Staff** means those individuals employed by the TSX Venture on a full-time, part-time or secondment basis that review CPC Prospectuses.

**Excluded Person** means a person who meets the following criteria:

- (a) the person is currently on the board of directors or a member of senior management of an issuer that is listed on TSX Venture or the Toronto Stock Exchange (**TSX**); and
- (b) either:
  - (i) TSX Venture has:
    - (A) required a PIF and conducted background checks on that person in the prior 60 month period, and those prior background checks did not disclose material information of detriment; and
    - (B) received a statutory declaration from that person confirming that there has been no change in the information disclosed in the most recent PIF filed by that person; or
  - (ii) a Director of TSX Venture has concluded that it is not necessary to conduct background checks because the person has exhibited:
    - (A) a satisfactory track record with public companies in Canada or the United States; and
    - (B) a positive corporate governance and regulatory history.

**Final QT Exchange Bulletin** has the meaning ascribed to that term in the CPC Policy.

**Insider** has the meaning ascribed to that term in TSX Venture Policy 1.1 - *Interpretation*.

**IPO** has the meaning ascribed to that term in TSX Venture Policy 1.1 - *Interpretation*.

**IPO Jurisdiction(s)** means the one or more CPC Jurisdictions in which the CPC's IPO is made by filing a CPC Prospectus.

**IPO Regulator** means, in connection with a CPC's IPO, the principal regulator as determined under the Passport System.

**NI 13-101** means National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* or its successor legislation.

**Passport Jurisdictions** means Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Quebec, and Saskatchewan.

**Passport System** means National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* or any successor instrument.

**PIF** means TSX Venture's Form 2A - *Personal Information Form* or any successor form.

**QT Circular** means the CPC Information Circular or CPC Filing Statement, as applicable, required to be prepared in connection with a Qualifying Transaction by a CPC in accordance with the CPC Policy.

**QT Circular Form** means:

- (a) for a CPC Information Circular, TSX Venture Form 3B1 - *Information Required in an Information Circular for a Qualifying Transaction*; and
- (b) for a CPC Filing Statement, TSX Venture Form 3B2 - *Information Required in a Filing Statement for a Qualifying Transaction*.

**QT Regulator** means, for a CPC that has issued a news release announcing a proposed Qualifying Transaction:

- (a) the securities regulatory authority in the jurisdiction in which the head office of the Resulting Issuer will be located; or
- (b) if the head office of the Resulting Issuer will not be located in one of the Passport Jurisdictions, the principal regulator as determined under the Passport System.

**QT Review Staff** means those individuals employed by the TSX Venture on a full-time, part-time or secondment basis that review QT Circulars.

**Qualified Accountant** means an individual employed by TSX Venture on a full-time, part-time or secondment basis, who has a Canadian professional accounting designation or any other individual that the Co-lead Regulators accept in writing.

**Qualified Lawyer** means an individual employed by TSX Venture on a full-time, part-time or secondment basis, who is a member of a law society in Canada and has a minimum of three years experience primarily in the area of securities law or any other individual that the Co-lead Regulators accept in writing.

**Qualified Resource Professional** means an individual employed or retained by TSX Venture, who:

- (a) if the Resulting Issuer will be a mining issuer, is:
  - (i) a "qualified person" as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") or any successor instrument; or
  - (ii) an engineer or geologist with at least three years experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these and a member in good standing of a provincial professional association of engineers or geologists where that individual is located; or
- (b) if the Resulting Issuer will be an oil and gas issuer, is:
  - (i) a "qualified reserves evaluator or auditor" as defined in National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* ("NI 51-101") or any successor instrument; or
  - (ii) a member of a Canadian professional engineering or geoscience association or an equivalent foreign professional association with at least three years of relevant professional experience in the oil and gas industry; or

- (c) the Co-lead Regulators agree in writing to accept as a qualified resource professional.

**Qualifying Transaction** has the meaning ascribed to that term in the CPC Policy.

**Qualifying Transaction Agreement** has the meaning ascribed to that term in the CPC Policy.

**Receipt** means a receipt issued for a CPC Prospectus.

**Receipt Refusal Concerns** mean concerns that a CPC Prospectus appears to raise any of the specific instances where the Executive Director of the IPO Regulator must not issue a receipt for a prospectus set out in each of section 120 of the *Securities Act* (Alberta); section 120 of the *British Columbia Securities Commission Rules*; section 61 of the *Securities Act* (Manitoba); section 75 of the *Securities Act* (New Brunswick); section 100 of the *Securities Act* (Northwest Territories); section 66 of the *Securities Act* (Nova Scotia); section 61 of the *Securities Act* (Ontario); section 100 of the *Securities Act* (Prince Edward Island); section 15 of the *Securities Act* (Quebec); section 70 of the *Securities Act* (Saskatchewan); and section 100 of the *Securities Act* (Yukon Territory) as amended from time to time, as applicable.

**Resulting Issuer** has the meaning ascribed to that term in the CPC Policy.

**RSP** means Investment Industry Regulatory Organization of Canada or any regulation services provider as defined in National Instrument 21-101 *Marketplace Operation* that may be retained by TSX Venture.

**SEDAR** means the filing system referred to in NI 13-101 (or its successor system), and in relation to all filings and communications between a CPC and TSX Venture that are not filed under that system, means the TSX Venture electronic filing portal.

**Significant Waiver** means any waiver of the CPC Policy identified in Appendix B to this Agreement.

**Sponsor** has the meaning ascribed to that term in TSX Venture Policy 1.1 - *Interpretation*.

**Target Company** has the meaning ascribed to that term in the CPC Policy.

## **B. Interpretation**

The following terms have the meanings ascribed to them in National Instrument 14-101 *Definitions*: jurisdiction; securities directions; securities legislation; securities regulatory authority; and regulator (other than when used in the term IPO Regulator, Co-lead Regulators or QT Regulator).

Reference in this Agreement to the application of, or compliance with, the CPC Policy includes reference to the application of, or compliance with, any other TSX Venture policy or form that is referred to in the CPC Policy.

## **II. Background and Purpose**

1. The CPC program is a two-stage process. The first stage involves the filing and clearing of a CPC Prospectus, the completion of the IPO and the listing of the CPC's common shares on TSX Venture. The second stage involves a Qualifying Transaction Agreement in respect of a proposed Qualifying Transaction, the preparation and filing of a QT Circular with the TSX Venture, and, if necessary, obtaining shareholder approval for the Qualifying Transaction.

After the CPC obtains shareholder approval, if necessary, and files the final QT Circular on SEDAR, it will proceed to close the Qualifying Transaction. It must then submit to the TSX Venture all required post-meeting and post-closing documents. Provided that the Resulting Issuer meets applicable TSX Venture initial listing requirements, TSX Venture issues a Final QT Exchange Bulletin and the issuer is considered a Resulting Issuer.

2. TSX Venture administers the CPC program including the review of CPC Prospectuses and QT Circulars in order to reduce duplication of review, improve market efficiencies and provide consistent treatment of CPCs.
3. In agreeing to accept the CPC program and in determining that the operation of the CPC program is not contrary to the public interest, the Commissions considered that it was appropriate to enter into this Agreement to set out the standards TSX Venture will apply in review of CPC Prospectuses and QT Circulars.
4. The Commissions, in exercising their discretion under securities legislation, intend to rely primarily on the analysis and review carried out by TSX Venture. However, nothing in this Agreement involves a surrender of jurisdiction by any Commission. Each Commission may conduct a detailed review of a CPC Prospectus and retains its discretion to refuse to issue a Receipt. Nothing in this Agreement is intended to create an obligation on any Commission to review a CPC Prospectus or draft QT Circular.

## **III. IPO Regulator**

### **A. Issuing Receipts**

1. The provisions related to the issuance of Receipts are set out in the applicable securities legislation of the IPO Regulator.

### **B. Commission Review of CPC Prospectus**

1. If an IPO Regulator elects to conduct a detailed review of a CPC Prospectus, the IPO Regulator will use its reasonable best efforts to advise the TSX Venture of this in writing, within five business days following the filing of the preliminary CPC Prospectus.

2. An IPO Regulator will, as soon as is practicable after the five business days referred to in section 1, notify the CPC in writing of its intention to review the CPC Prospectus and will advise the CPC to deal directly with the IPO Regulator.
3. The terms of this Agreement shall continue to apply to the parties except to the extent they relate to the review of that CPC Prospectus.

#### **IV. CPC Prospectus: Responsibilities of TSX Venture**

1. When reviewing a CPC Prospectus, TSX Venture will exercise its reasonable professional judgment. This Agreement does not impose on TSX Venture a standard higher than that which would be achieved by the exercise of reasonable professional judgment.
2. TSX Venture, on a timely basis, having regard to the procedures set out in Part I of Appendix A, will use its reasonable best efforts to:
  - (a) apply and enforce the requirements outlined in the CPC Policy;
  - (b) review the disclosure contained in the CPC Prospectus to determine whether it:
    - (i) complies in all material respects with the CPC Prospectus Form; and
    - (ii) contains full, true and plain disclosure of all material facts relating to the securities offered by the CPC Prospectus; and
  - (c) identify material issues and consider whether there appears to be any Receipt Refusal Concerns.
3. TSX Venture will not recommend issuance of a Receipt for a final CPC Prospectus where it appears to TSX Venture that:
  - (a) there are unresolved Receipt Refusal Concerns;
  - (b) the disclosure in the CPC Prospectus does not comply with subparagraphs 2(b)(i) and (ii), above;
  - (c) there is material non-compliance with the CPC Policy and such non-compliance, if allowed, would constitute a Significant Waiver unless the necessary exemption or waiver has been granted in accordance with Part VI of this Agreement;
  - (d) any necessary exemption or waiver from securities legislation has not been granted by the relevant Commission or Commissions; or
  - (e) the CPC Prospectus does not comply with linguistic obligations prescribed by Quebec securities law, if applicable.

## **V. Qualifying Transaction: Responsibilities of TSX Venture**

1. When reviewing a QT Circular filing, TSX Venture will exercise its reasonable professional judgment. This Agreement does not impose on TSX Venture a standard higher than that which would be achieved by the exercise of reasonable professional judgment.
2. When reviewing a QT Circular, TSX Venture, on a timely basis, having regard to the procedures set out in Part II of Appendix A, will use its reasonable best efforts to:
  - (a) apply and enforce the requirements outlined in the CPC Policy;
  - (b) review the disclosure in the QT Circular to determine whether it complies in all material respects with the QT Circular Form; and
  - (c) work collaboratively with the AMF in its joint review of the QT Circular, when applicable.
3. TSX Venture will not accept a QT Circular where it appears to TSX Venture that:
  - (a) the QT Circular does not comply in all material respects with the QT Circular Form;
  - (b) there is material non-compliance with the CPC Policy and such non-compliance, if allowed, would constitute a Significant Waiver, unless a Significant Waiver has been granted in accordance with Part VI of this Agreement; or
  - (c) any necessary exemption or waiver from securities legislation has not been granted by the relevant Commission or Commissions.

## **VI. Waivers and Amendments**

### **A. Waivers of Securities Legislation**

1. CPC Prospectus Filings - In regard to pre-filings and waivers of securities legislation in connection with a CPC Prospectus filing, the CPC will deal with its IPO Regulator and follow the process in Part 8 of the Passport System.
2. QT Circular Filings - When an exemption from securities legislation, if applicable, is required in regard to the disclosure that must be provided in a QT Circular, generally, the QT Regulator will act as the principal regulator.
3. TSX Venture Advice - TSX Venture will require a CPC to identify, at the time of filing the preliminary CPC Prospectus and the draft QT Circular, whether any waiver or exemption from securities legislation is required. If a waiver or exemption is required in connection with a CPC Prospectus or QT Circular, TSX Venture will advise the IPO Regulator or QT Regulator, as applicable, whether it has any objection to the requested waiver or exemption.

## **B. Significant Waivers of CPC Policy and Forms**

TSX Venture agrees not to allow any Significant Waiver of the CPC Policy, the CPC Prospectus Form or QT Circular Form unless TSX Venture has considered the proposed waiver and determined that granting the waiver:

- (a) is a reasonable exercise of discretion; and
- (b) does not, to the best of its knowledge, authorize an action which is contrary to applicable securities legislation except where a waiver or exemption has also been obtained from the applicable Commission or Commissions.

## **C. Amendments to the CPC Policy, CPC Prospectus Form or QT Circular Form**

Any proposed amendment to any provision of the CPC Policy, the CPC Prospectus Form or the QT Circular Form (a "**Policy Amendment**"), will be reviewed and approved by the Co-lead Regulators in accordance with the oversight program established for TSX Venture by the Co-lead Regulators from time to time and in accordance with the procedures set out in Part VI of Appendix A.

## **VII. Violation of Securities Legislation**

In the event that, in the context of a review of a CPC Prospectus or a QT Circular, TSX Venture becomes aware of a circumstance that appears to be a violation of applicable securities legislation:

- (a) TSX Venture will conduct a reasonable inquiry into the matter;
- (b) if the results of the inquiry reveal a circumstance that TSX Venture perceives to be a contravention of securities legislation, TSX Venture will immediately provide written notification to the Applicable Commission(s) to the persons identified in Appendix E; and
- (c) TSX Venture will not take any further action with regard to acceptance of the CPC Prospectus or the QT Circular until the Applicable Commission(s) has confirmed it has no objection to TSX Venture proceeding.

## **VIII. Reporting**

Unless otherwise agreed to by the Co-lead Regulators, TSX Venture will submit to the Co-lead Regulators the information referred to in:

- (a) Paragraphs V.A.3(a) and (c) of Appendix A, except for a Significant Waiver contemplated by section 2 of Appendix B, in which case TSX Venture will submit the name of the CPC and the financial statement requirement that was waived; and

(b) Part V. B of Appendix A;

within 30 days after the end of the applicable reporting period. Reporting periods are for six month periods ending on June 30 and December 31 of each year.

A Commission may request a copy of such information from the Co-lead Regulators, which will be provided within 15 days of such request.

## **IX. Miscellaneous**

### **A. Application of this Agreement**

1. This Agreement will apply only to a CPC that files a preliminary CPC Prospectus with an Applicable Commission as its principal regulator on or after the date this Agreement becomes effective with the Applicable Commission in accordance with Part IX.B.
2. In the review of a CPC Prospectus or a Qualifying Transaction for a CPC that filed a preliminary CPC Prospectus prior to the effective date of this Agreement, as set out in Part IX.B with an Applicable Commission, TSX Venture will continue to be subject only to the applicable prior operating agreement.

### **B. Effective Date**

1. Except in Ontario, this Agreement will come into effect on January 1, 2021.
2. In Ontario, this Agreement will come into effect on the date that the following requirements are met:
  - (a) the Agreement is signed by all of the Commissions; and
  - (b) all applicable Ministerial or governmental approvals are obtained in accordance with the procedures outlined in Part IX.F.5.
3. The Co-Lead Regulators will attach an addendum to this Agreement setting out the date that the conditions in section 2 have been met.
4. Subject to section A.2, this Agreement replaces an earlier agreement of March 24, 2005, as amended on November 1, 2005 and April 30, 2010.

### **C. Termination of this Agreement**

1. A Commission may terminate its participation in this Agreement by giving six months prior written notice to the other parties. If any Commission terminates its participation in this Agreement, TSX Venture will cease to have authority to review CPC Prospectuses and QT Circulars in that jurisdiction from the effective date of termination. Notwithstanding such termination, the Agreement will continue to bind the other parties.
2. TSX Venture may terminate this Agreement with any one or more Commissions by giving six months prior written notice to the Commission or Commissions. However, the Agreement will continue to apply with regard to any CPC that has filed a preliminary CPC

Prospectus before the effective date of TSX Venture's termination.

3. If TSX Venture materially breaches this Agreement, a Commission may terminate this Agreement immediately by giving written notice to the TSX Venture.
4. Any notices of termination under this Part must be given to the persons referred to in Appendix C, and to TSX Venture, as applicable.

#### **D. Appendices**

1. Appendix A to this Agreement provides the relevant policies and procedures for review of a CPC Prospectus and a QT Circular, qualifications of CPC Review Staff and QT Review Staff, SEDAR filings, file maintenance and Policy Amendments. Appendix B identifies waivers from the CPC Policy that are considered Significant Waivers. Appendix C identifies the persons to whom proposed CPC Policy, CPC Prospectus Form, and QT Circular Form amendments and amendments to this Agreement are to be addressed. Appendix D identifies the parties required to approve amendments to this Agreement. Appendix E identifies the persons to be notified if TSX Venture perceives that securities legislation has been contravened. The Appendices form part of this Agreement.

#### **E. Consultation**

At the request of the Co-lead Regulators, TSX Venture will meet semi-annually with the Co-lead Regulators in order to review and enhance the operation of this Agreement and to identify and discuss issues that have arisen during the applicable reporting period.

#### **F. Amendments to Operating Agreement**

1. Subject to sections 4 and 5, amendments may be made to this Agreement upon the written consent of TSX Venture and the parties referred to in Appendix D.
2. If a Commission requests an amendment, the request will be made in writing and sent by that Commission to the Co-lead Regulators to be coordinated by the Co-lead Regulators among the Commissions prior to it being sent to TSX Venture. TSX Venture will endeavor to provide a response or consent to the Co-lead Regulators within 30 days of receipt of any written request from the Co-lead Regulators.
3. If TSX Venture requests an amendment, TSX Venture, in a covering letter sent to the Commissions, will provide a narrative summary and reasons for the proposed amendment together with a copy of the proposed amendment. The Co-lead Regulators will consolidate written responses and/or coordinate consents from the other Commissions and will endeavor to provide such responses and/or consents to TSX Venture within 30 days of receipt of any written request from TSX Venture.
4. An amendment to the information respecting a Commission contained in Appendix C, D or E may be made by that Commission without the consent of any other party to this Agreement, provided that any such Commission sends written notice of such amendment to the other parties in the form of a revised Appendix C, D or E, as the case may be.

5.

- (a) No amendment to this Agreement shall affect the OSC until the procedures set out in section 143.10 of the Securities Act (Ontario) (the "**Ontario Act**") have been complied with, unless:
  - (i) the amendment is an amendment to an Appendix;
  - (ii) the amendment adds an additional securities regulatory authority as a party to the Agreement; or
  - (iii) on the date upon which the proposed amendment is to become effective, section 143.10 of the Ontario Act no longer applies to this Agreement.
- (b) Where section 143.10 of the Ontario Act applies to this Agreement, the amendment shall come into effect with respect to the OSC on the date determined in accordance with section 143.10 of the Ontario Act.

Where section 143.10 of the Ontario Act does not apply to this Agreement, the amendment shall come into effect with respect to the OSC upon the written consent of TSX Venture and the parties referred to in Appendix D.

#### **G. Counterparts**

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one single Agreement between the parties.

#### **H. Quebec Policy Statement**

Any CPC benefiting from the CPC Policy Program whose head office is in Quebec and which seeks to conduct an IPO by way of a prospectus filed with the AMF, as well as for any CPC conducting a Qualifying Transaction where the CPC's head office is in Quebec, or was in Quebec at the time of its IPO, are referred to Quebec Policy Statement 41-601Q respecting Capital Pool Companies which applies to Qualifying Transactions for CPCs with certain connections to Quebec.

#### **I. Privacy**

TSX Venture agrees to comply with applicable privacy legislation in performing its obligations under this Agreement.

#### **J. English and French Versions**

This Agreement has been drafted in both English and French. Both the English and French versions shall be executed by all signatories and both versions are equally authoritative.

## APPENDIX A

### CPC Prospectus and QT Circular Procedures, Review Staff, SEDAR, File Maintenance and Policy Amendments

#### I. CPC Prospectus

##### A. Filing of CPC Prospectus

1. **CPC Policy Requirements** - TSX Venture will require each CPC, subject to the grant by TSX Venture of a Significant Waiver:
  - (a) to comply in all material respects with the CPC Policy;
  - (b) to prepare the CPC Prospectus in accordance with the CPC Prospectus Form or any successor form;
  - (c) to identify in the letter to the TSX Venture accompanying the filing of the preliminary CPC Prospectus, in addition to any requirement of Part 8 of the Passport System, any required waivers or exemptive relief applications from applicable securities legislation or TSX Venture requirements;
  - (d) to file the CPC Prospectus together with supporting materials in accordance with the Passport System; and
  - (e) to confirm to the IPO Regulator in a letter accompanying the preliminary filing materials that it has made application, or is concurrently making an application, to TSX Venture to list its securities on TSX Venture.

##### B. Review of Preliminary CPC Prospectus

1. **Review Procedures** - The following review procedures will apply in respect of the filing of a CPC Prospectus:
  - (a) **General Review** - After the Receipt for the preliminary CPC Prospectus is issued by the IPO Regulator, TSX Venture will promptly review the CPC Prospectus and supporting materials in accordance with its review procedures.
  - (b) **TSX Venture Background Checks** - Subject to paragraph (c), as soon as practicable after receiving the completed PIF for any director, officer, Insider, promoter or Control Person of the CPC, TSX Venture will conduct background checks on each such person or company to determine whether there is relevant material information of detriment with respect to any of such persons or companies that would give TSX Venture reason to believe that there is a Receipt Refusal Concern.
  - (c) **TSX Venture Discretion on Background Checks** - TSX Venture may choose not to carry out a background check for an Excluded Person.
  - (d) **IPO Regulator Background Checks** - The IPO Regulator may initiate its own background checks. In the event the IPO Regulator identifies any questions or

concerns as a result of those background checks, the IPO Regulator will deal directly with the CPC or the applicable person or company and, if the questions or concerns are satisfactorily resolved, the IPO Regulator will advise TSX Venture accordingly.

- (e) **Communication with CPC Relating to Background Checks** - TSX Venture will address details of any issues or concerns arising from background checks conducted on any director, officer, Insider, promoter or Control Person of the CPC as soon as possible after receipt of any such background checks. If confidential inquiries regarding potential information of detriment are necessary, the communication may be made in writing directly with the applicable individual and need not be sent via SEDAR, provided the communication is made in another secure manner if the communication contains personal information. However, TSX Venture must maintain a record of that communication.
- (f) **General TSX Venture Responsibility** - Subject to paragraph (d), TSX Venture will be responsible for issuing and resolving comments on the CPC Prospectus and related materials and the CPC will generally deal solely with TSX Venture.
- (g) **TSX Venture Financial Statement Review** - TSX Venture will provide the CPC Prospectus (including the financial statements) to a Qualified Accountant for review and comment if:
  - (i) the financial statements consist of anything other than an audit report, opening balance sheet, an income statement and notes;
  - (ii) there are any items in the balance sheet, income statement, if applicable, or notes that deviate from those customarily contained in the financial statements accompanying a CPC Prospectus; or
  - (iii) the auditor's report contains a modified opinion.
- (h) **TSX Venture Initial Comment Letter** - TSX Venture will use its reasonable best efforts to send an initial comment letter to the CPC within 10 business days of the date of the Receipt for the preliminary CPC Prospectus. The initial comment letter will provide a clear and full explanation of TSX Venture's material concerns and the issues to be resolved, including:
  - (i) any potential Receipt Refusal Concerns;
  - (ii) any material disclosure deficiencies;
  - (iii) any non-compliance with the CPC Policy that, if permitted, would constitute a Significant Waiver and, unless an application has already been filed, a direction to the CPC to comply with the CPC Policy or make application to TSX Venture for a Significant Waiver;
  - (iv) requests for any additional information reasonably required to assess the filing; and
  - (v) a request that the CPC confirm that all necessary applications for exemptive relief or waivers have been made to the Applicable Commissions.

- (i) **Comments of IPO Regulator** - Within five business days after TSX Venture issues its initial comment letter, the IPO Regulator will use its reasonable best efforts to advise TSX Venture if it has any concerns with the materials filed (other than as a result of background checks), that if left unresolved, would cause it to refuse to issue a Receipt. TSX Venture will incorporate into a subsequent comment letter or send as an attachment to the CPC any concerns raised by the IPO Regulator.
  - (j) **Comments of OSC if an Applicable Commission but not the IPO Regulator** - Within five business days after TSX Venture issues its initial comment letter, the OSC, if they are an Applicable Commission but not the IPO Regulator, will use its reasonable best efforts:
    - (i) to advise TSX Venture and the IPO Regulator if it has any material concerns with the materials that, if left unresolved, would cause it to opt out of the Passport System; or
    - (ii) if there are no outstanding applications for exemption orders or waivers filed with it, to indicate in the SEDAR "Filing Status" screen that it is "Clear for Final".
  - (k) **Notices Under Passport System** - Any notice from an Applicable Commission that is required to be provided under the Passport System to the principal regulator will be provided at the same time to both TSX Venture and the IPO Regulator.
2. **Written Record of Material Communication** - Material communication including all comment letters and responses to comment letters between TSX Venture and the CPC will be in writing and delivered via SEDAR. Any material verbal communication must be documented in writing, including the nature and outcome of the discussion.
  3. **CPC's Response** - Where issues or deficiency comments were initially raised by a Qualified Lawyer or Qualified Accountant, that individual (or a similarly qualified individual) will consider the acceptability of the CPC's responses.
  4. **Invitation to File Final Material** - TSX Venture will only invite the CPC to file final material when the IPO Regulator has indicated via SEDAR, in the SEDAR "Filing Status" screen that it is "Clear for Final". Before the IPO Regulator will indicate that it is "Clear for Final", it will generally require that TSX Venture provide written confirmation that:
    - (a) all of TSX Venture's comments on the preliminary CPC Prospectus filing (including those raised by an Applicable Commission) have been satisfactorily resolved;
    - (b) TSX Venture has received either:
      - (i) the results of all TSX Venture background checks as carried out in accordance with paragraph B 1(b) and any relevant information of detriment revealed by those background checks has been appropriately resolved and, if necessary, disclosed in the CPC Prospectus; or
      - (ii) the results of the TSX Venture background checks as carried out in accordance with paragraph B 1(b), in relation to at least a majority of all

directors, officers, other Insiders, and promoters, including Excluded Persons, and any Control Person of the CPC and any relevant information of detriment revealed by those background checks, has been appropriately resolved and, if necessary, disclosed in the CPC Prospectus and in regard to each director, officer, Insider or promoter who is not an Excluded Person in regard to whom background checks have not been received, from such person or company:

- (A) an undertaking to resign;
- (B) in the case of an Insider, an undertaking to divest shares; or
- (C) in the case of a promoter, an undertaking to cease to be involved with the CPC;

at the request of TSX Venture, if TSX Venture in its sole discretion, considers the resignation, divestiture or cessation of involvement appropriate;

- (c) to the best of its knowledge, TSX Venture is not aware of any other circumstances that would cause it to conclude that there are Receipt Refusal Concerns or a failure to materially comply with the CPC Policy, except where a Significant Waiver waiving such non-compliance has been granted;
- (d) TSX Venture has granted listing approval to the CPC, conditional only on satisfaction of distribution and other standard conditions of TSX Venture or, if there are any non-standard conditions, those conditions and the concerns underlying those conditions are fully described in the written confirmation;
- (e) either TSX Venture has:
  - (i) not granted any Significant Waiver; or
  - (ii) only granted a Significant Waiver in accordance with Part VI.B of this Agreement; and
- (f) if the CPC Prospectus has been filed in Ontario, the OSC has indicated in the SEDAR "Filing Status" screen that it:
  - (i) is "Clear for Final"; or
  - (ii) has opted out of the Passport System by indicating "Passport System - Opt Out".

5. **Review of Final Material** - When the final CPC Prospectus and supporting material is filed, a member of the CPC Review Staff will promptly review it to determine that acceptable materials have been filed.

6. **TSX Venture's Recommendation to Issue Final Receipt** - If the final materials are acceptable, TSX Venture will use its reasonable best efforts to send to the IPO Regulator, within one business day of receipt of the final materials, a written notice recommending that a Receipt be issued for the final prospectus and stating that:

- (a) acceptable materials have been filed;

- (b) TSX Venture has complied with this Agreement; and
  - (c) if the CPC Prospectus has been filed in multiple CPC Jurisdictions, the CPC has filed the letter required under section 7.3(4) of the Passport System.
7. **Final Receipt** - The IPO Regulator will generally require receipt of the written notice from TSX Venture referred to in section B.6 prior to issuing a Receipt for the final CPC Prospectus.

### C. Prospectus Amendments

- 1. **Preliminary Prospectus Amendments** - In the case of an amendment to the preliminary CPC Prospectus, TSX Venture will follow the Passport System as if it were the principal regulator and if the OSC sends comments in respect of the amendment to the preliminary CPC Prospectus, they will provide those comments both to TSX Venture and the IPO Regulator.
- 2. **Final Prospectus Amendments** - If an amendment to the final CPC Prospectus is filed, the following procedures will apply:
  - (a) Except as varied by this section 2, Part I of Appendix A, as modified by the time period requirements of section 10.4 of the Passport System, will apply to the review by TSX Venture of any amendment.
  - (b) TSX Venture, the IPO Regulator and the OSC, if the amendment was filed in Ontario, will review the amendment and accompanying documents following the procedure set out in paragraphs B.1 (h) to **Error! Reference source not found.** to the extent applicable to the amendment filed.
  - (c) Prior to issuing a Receipt for the amendment to the final CPC Prospectus, the IPO Regulator will generally require receipt from TSX Venture of the written confirmation or notice:
    - (i) referred to in section B.4, as may be applicable, and paragraphs B.6(a) and (b); and
    - (ii) if the amendment has been filed in multiple CPC Jurisdictions, that the CPC has filed the letter required under subsection 10.5(4) of the Passport System.

## II. Qualifying Transaction Review

### A. Review of QT Circular

- 1. **Initial QT Circular Filing** - TSX Venture will require each CPC, subject to the grant by TSX Venture of a Significant Waiver to:
  - (a) comply in all material respects with the CPC Policy;
  - (b) prepare the draft QT Circular in accordance with the applicable QT Circular Form;
  - (c) make a complete filing with TSX Venture; and

- (d) identify in the cover letter accompanying the filing of the draft QT Circular, any required waivers or exemptive relief orders required under applicable securities legislation or TSX Venture requirements.
- 1.1 In addition, upon receiving a Qualifying Transaction filing where the AMF is the QT Regulator, TSX Venture will promptly advise the AMF of the submission and review of the filing will follow the review procedures outlined under Appendix A.II.B.
2. **General Review** - Following receipt of a draft QT Circular, TSX Venture will promptly review the QT Circular and supporting materials in accordance with its review procedures.
3. **TSX Venture Background Checks**- Subject to section 4, TSX Venture will conduct, as soon as possible after receiving the PIF for any proposed director, officer, Insider, promoter or Control Person of the Resulting Issuer, background checks on each such person or company. TSX Venture will conduct a reasonable review to determine whether there is relevant material information of detriment with respect to such persons or companies that would give TSX Venture reason not to accept the Qualifying Transaction.
4. **TSX Venture Discretion on Background Checks** - TSX Venture may choose not to carry out a background check for an Excluded Person.
5. **Trading Surveillance** - TSX Venture will cause its RSP to advise it if the RSP becomes aware of any materially unusual trading patterns in the shares of a CPC. TSX Venture or its RSP will conduct such inquiry or investigation as TSX Venture or its RSP, as the case may be, determines to be reasonably necessary or advisable in the circumstances.
6. **Financial Statements** - TSX Venture will provide the financial statements included in the draft QT Circular to a Qualified Accountant for review and comment. The Qualified Accountant will assess whether it appears that:
- (a) the financial statements (including any proforma financial statements) comply with Canadian generally accepted accounting principles;
  - (b) the QT Circular contains all of the financial statements required under the CPC Policy and the QT Circular Form; and
  - (c) any future oriented financial information has been prepared in accordance with the CPA Canada Handbook - Accounting and National Instrument 51-102 *Continuous Disclosure Obligations* or any successor instrument.
7. **Financial Statement Disclosure** - A Qualified Accountant or a member of the QT Review Staff will review the QT Circular and the financial statements included in the draft QT Circular to assess whether it appears that the disclosure derived from the financial statements (e.g. management's discussion and analysis and share capitalization) fairly corresponds to the financial statements. If the review is not conducted by a Qualified Accountant, a Qualified Accountant will be consulted, as necessary.
8. **Geological or Engineering Reports** - If the Resulting Issuer will be an oil and gas or mining issuer, TSX Venture will provide any geological or engineering report to a

Qualified Resource Professional for review and comment. The Qualified Resource Professional will assess whether it appears that:

- (a) there are one or more resource properties which have sufficient merit to meet TSX Venture's initial listing requirements;
- (b) the property reports materially comply with NI 43-101 and Form 43-101F1 *Technical Report* or NI 51-101 or any successor instrument, as applicable; and
- (c) resource and reserve definitions are substantially in accordance with NI 43-101 or NI 51-101 or any successor instrument, as applicable.

9. **Geological or Engineering Disclosure** - TSX Venture will ensure that a reasonable review of the QT Circular and the geological or engineering reports filed with the QT Circular is conducted to assess whether it appears that:

- (a) the QT Circular substantially complies with the CPC Policy (including as specified in the QT Circular Form);
- (b) the funds available to the Resulting Issuer are sufficient to complete any recommended program and the geologist's or engineer's recommendations, conclusions and cost estimates for any recommended program correspond with the details in the "Available Funds" section of the QT Circular; and
- (c) all material facts contained in the reports are fairly disclosed or summarized in the QT Circular and in this regard, quantities, values and disclosure in the reports are consistent with the disclosure in the QT Circular.

If the Resulting Issuer will be a mining issuer, the review may be conducted by either a Qualified Resource Professional or a member of QT Review Staff, but if the property contains reserves and resources or an economic valuation, such as scoping, pre-feasibility or feasibility studies, the review must be conducted by a Qualified Resource Professional.

If the Resulting Issuer will be an oil and gas issuer, the review may be conducted either by a Qualified Resource Professional or a member of the QT Review Staff. In assessing the materiality of information in the reports, the QT Review Staff will consider any comments received from the Qualified Resource Professional and, if necessary, will consult with the Qualified Resource Professional.

10. **TSX Venture Comment Letters** - TSX Venture will send a comment letter to the CPC, which will provide a clear and full explanation of TSX Venture's material concerns and issues to be resolved, including:

- (a) any matters arising out of the review conducted in accordance with section 2 of Part V of this Agreement;
- (b) any material disclosure deficiencies;
- (c) any material non-compliance with the CPC Policy that, if permitted, would constitute a Significant Waiver and, unless an application has already been filed, a direction to the CPC to comply with the CPC Policy or make application to TSX

Venture for a Significant Waiver;

- (d) requests for any additional information reasonably required to assess the filing; and
  - (e) a request that the CPC identify any exemptive relief or waivers required from a Commission in connection with a Qualifying Transaction and confirmation that all necessary applications for exemptive relief or waivers have been made.
11. **Geologist/Engineer Comments** - If the Resulting Issuer will be a mining or oil and gas issuer, the CPC will be provided with a comment letter that identifies any material issues or deficiencies identified by a Qualified Resource Professional arising from the review contemplated by section 8, above. The Qualified Resource Professional's comments will be provided to the CPC as soon as reasonably possible. They may be provided with the initial comment letter or as a separate letter.
  12. **Written Record of Material Communication** - Material communication between TSX Venture and the CPC will generally be in writing. Any material verbal communication must be documented in writing, including the nature and outcome of the discussion.
  13. **Background Check Comment Letters** - Details of any issues or concerns arising from background checks conducted on any director, officer, Insider, promoter or Control Person of the Resulting Issuer will be addressed as soon as possible after receipt of the information. If confidential inquiries regarding potential information of detriment are necessary, the communication may be made in writing directly with the applicable individual, provided the communication is made in another secure manner if the communication contains personal information. However, TSX Venture will maintain a record of that communication.
  14. **CPC's Response** - If issues or deficiency comments were initially raised by a Qualified Lawyer, Qualified Accountant or Qualified Resource Professional, that individual (or another similarly qualified individual) will consider the acceptability of the responses.
  15. **Conditions to Giving Clearance to File and Send QT Circular** - TSX Venture will not advise the CPC that it is clear to file and send the QT Circular unless:
    - (a) all of TSX Venture's comments on the draft QT Circular have been satisfactorily resolved;
    - (b) TSX Venture has received either:
      - (i) the results of all background checks as carried out in accordance with section A3 above and any relevant information of detriment revealed by those background checks has been appropriately resolved and, if necessary, disclosed in the QT Circular; or
      - (ii) the results of TSX Venture background checks, as carried out in accordance with section A3 above, in relation to at least a majority of all the proposed directors, officers, Insiders, and promoters, including Excluded Persons, and any Control Person of the Resulting Issuer, and any relevant information of detriment revealed by those background checks has been

appropriately resolved and, if necessary, disclosed in the QT Circular and in regard to each director, officer, Insider or promoter who is not an Excluded Person in regard to whom background checks have not been received, from such person or company:

- (a) an undertaking to resign;
- (b) in the case of an Insider, an undertaking to divest shares; or
- (c) in the case of a promoter, an undertaking to cease to be involved with the Resulting Issuer;

at the request of TSX Venture, if TSX Venture in its sole discretion, considers the resignation, divestiture or cessation of involvement appropriate;

- (c) TSX Venture is not aware of any other circumstances that would cause it, having regard to section V.2 of the Agreement, to conclude that there has been a failure to materially comply with the CPC Policy, except where a Significant Waiver waiving such non-compliance has been granted;
- (d) TSX Venture has granted conditional acceptance of the Qualifying Transaction;
- (e) any Significant Waivers required to be granted by TSX Venture have been granted;
- (f) to the best of its knowledge, any exemptive relief or waiver required from any Commission in connection with the Qualifying Transaction has been granted or the relevant Commission has confirmed that the QT Circular can be sent to shareholders or filed on SEDAR, as applicable, prior to the granting of such relief or waiver; and
- (g) if section 11.B.1 of Appendix A to this Agreement applies, the AMF has issued its notice of acceptance of the Qualifying Transaction.

16. **Post Meeting and Closing Material** - A member of the QT Review Staff will promptly review the post-meeting (if applicable) and closing materials to determine whether the materials comply with the CPC Policy. In the event that the materials are acceptable and all conditions to TSX Venture's acceptance of the Qualifying Transaction have been satisfied (or, subject to the terms of this Agreement, waived), the QT Review Staff member will promptly issue a Final QT Exchange Bulletin (as defined in the CPC Policy) confirming that the Qualifying Transaction has been completed and that the Resulting Issuer is not a CPC.

## **B. Procedures for AMF Review of QT Circulars**

1. AMF staff will review all QT Circulars (a) where the head office of the CPC is in Quebec or was in Quebec at the time of its IPO, and the CPC filed its CPC Prospectus only in Quebec, or in Quebec and in other jurisdictions where the AMF is the principal regulator pursuant to the Passport System; and (b) where the CPC has its head office in Quebec when conducting its Qualifying Transaction. Staff at the TSX Venture's Montreal office will conduct such review in consultation with AMF staff.
2. TSX Venture staff will review and accept for filing QT Circulars in accordance with Appendix A of this Agreement.
3. At the time of providing initial comments to the CPC, TSX Venture will send a copy of its comments to AMF staff.
4. Within five business days of receipt of a copy of TSX Venture's comments, AMF staff will use its reasonable best efforts to: (i) send its own comments to the CPC, copied to TSX Venture; and (ii) advise TSX Venture if the comments are not substantive in nature.
5. TSX Venture will copy the AMF on all subsequent comments provided to the CPC pertaining to the vetting of the QT Circular.
6. The AMF will copy TSX Venture on all subsequent comments provided to the CPC pertaining to the vetting of the QT Circular.
7. Once the AMF is satisfied that its comments have been satisfactorily resolved, it will advise the CPC accordingly, copying TSX Venture.
8. Upon receipt of the confirmation from the AMF, and if all of TSX Venture's comments have also been satisfactorily resolved, then TSX Venture will advise the CPC, copying the AMF, that it is clear to file and send the QT Circular in accordance with Appendix A of this Agreement.

## **III. CPC Review Staff and QT Review Staff: Qualifications and Training**

### **A. General**

1. CPC Review Staff and QT Review Staff must:
  - (a) have adequate access to a Qualified Accountant;
  - (b) have adequate access to a Qualified Lawyer who can provide legal advice relating to securities legislation and securities directions of a CPC Jurisdiction; and
  - (c) report to and be appropriately supervised by an individual who is a Qualified Accountant or a Qualified Lawyer or holds an MBA or CFA or is an individual who is otherwise accepted in writing by the Co-lead Regulators. A manager of the CPC Review Staff or QT Review Staff, as the case may be, must also qualify as a member of the review staff that he or she oversees.

2. TSX Venture will consider the complexity and significance of each CPC Prospectus filing and each QT Circular filing to ensure that it is assigned to one or more suitably qualified and experienced members of its CPC Review Staff or QT Review Staff, as applicable.

**B. CPC Review Staff**

1. A member of the CPC Review Staff that does not meet the qualifications of QT Review Staff set out in part C must hold a Bachelors of Commerce degree (or have substantially equivalent education and experience) and have at least one year's experience as an analyst or similar role with TSX Venture or a predecessor of TSX Venture or have other qualifications accepted by the Co-lead Regulators.

**C. QT Review Staff**

1. Each member of the QT Review Staff must:
  - (a) have an MBA, CFA, a Canadian professional accounting designation or be a lawyer qualified to practice law in a CPC Jurisdiction;
  - (b) have other comparable business and financial education or experience and a minimum of three years' full-time supervised experience reviewing prospectuses, QT Circulars (or their predecessors) or disclosure documents in connection with reverse takeovers and changes of business;
  - (c) be a Qualified Resource Professional; or
  - (d) have such other qualifications as may be accepted in writing by the Co-lead Regulators.

**IV. Use of SEDAR**

1. With respect to a CPC Prospectus, except as permitted by NI 13-101 or as otherwise agreed to in writing by the Co-lead Regulators, TSX Venture will not, other than through SEDAR:
  - (a) accept the filing of any CPC Prospectus or any supporting document required to be filed by the CPC with an Applicable Commission;
  - (b) provide any written correspondence to a CPC (including any correspondence which includes comments of an Applicable Commission); or
  - (c) accept the filing of any response to comments made (including responses to comments of an Applicable Commission) or the filing of any supplementary documents.
2. TSX Venture will not consider a CPC Prospectus or any supporting document required to be filed with an Applicable Commission, to be "filed" unless it has been properly filed in accordance with NI 13-101.
3. Notwithstanding subsection N 1, PIFs and other documents required to be submitted by

a Sponsor are not required to be filed via SEDAR, provided that the submission of any PIF or other document containing personal information is made in another secure manner.

4. Notwithstanding anything in this Agreement relating to filing or communication to be made or delivered via SEDAR, such filing or communication shall be subject to any exemption permitted by NI 13-101.

## **V. File Maintenance**

### **A. File Maintenance**

1. TSX Venture will maintain for a period of seven years, the files or reports referred to in this Part VA and the following Part VB.
2. TSX Venture will maintain a file in paper or electronic format of all material documents filed in connection with a CPC Prospectus filing or QT Circular filing, including:
  - (a) if deemed material by TSX Venture, in relation to a CPC Prospectus filing, all versions of the CPC Prospectus filed with TSX Venture, all supporting documents and correspondence, including correspondence with any Applicable Commission;
  - (b) if deemed material by TSX Venture, in relation to a Qualifying Transaction filing, all versions of the QT Circular filed with TSX Venture, including all supporting documents and correspondence;
  - (c) if deemed material by TSX Venture, all internal notes and comments on a CPC Prospectus, a QT Circular or the Qualifying Transaction, including comments by the Qualified Accountant, Qualified Lawyer, Qualified Resource Professional or any other expert retained by TSX Venture;
  - (d) each letter recommending to the IPO Regulator to issue a receipt for a CPC Prospectus;
  - (e) each letter confirming that TSX Venture is in a position to accept final materials;
  - (f) a record evidencing that all comments made by TSX Venture, including those raised by an Applicable Commission have been satisfactorily addressed;
  - (g) the Sponsor report, if applicable;
  - (h) the minutes of the Exchange's listing committee in relation to each conditional approval for listing of a CPC and each conditional acceptance of a Qualifying Transaction; and
  - (i) identification of whether any Significant Waiver was requested or granted in regard to the file.
3. TSX Venture will maintain a file of all Significant Waivers of the CPC Policy granted. The file will:
  - (a) identify the name of the CPC;

- (b) include the submissions made in support of the Significant Waiver; and
  - (c) include TSX Venture's reasons for accepting the Significant Waiver.
4. TSX Venture is not required to maintain its own file of documents that have been filed via SEDAR.

**B. Maintaining a Database**

1. TSX Venture will maintain a record of the number of CPC Prospectuses filed, the number that were rejected by the Exchange's listing committee and the number that were withdrawn or abandoned. In regard to any that were rejected by the Exchange's listing committee, the reasons for that rejection will be recorded. If known, the reasons for withdrawal or abandonment will also be recorded.
2. In regard to Qualifying Transaction filings, TSX Venture will maintain a database which contains the following information:
- (a) the name of each CPC, each Resulting Issuer and each of their respective trading symbols;
  - (b) the date of announcement of the proposed Qualifying Transaction;
  - (c) the date of initial filing of the QT Circular;
  - (d) the dollar amount of any concurrent financing and whether it was conducted by the CPC or a Target Company;
  - (e) the proposed industry sector of the Resulting Issuer;
  - (f) the location of the Resulting Issuer's head office and, if different, the location of its principal business operations;
  - (g) the TSX Venture office that reviewed the QT Circular;
  - (h) whether the Qualifying Transaction is a Related Party Transaction as defined in TSX Venture Policy 5.9 - *Protection of Minority Security Holders in Special Transactions*;
  - (i) escrow requirements or other resale restrictions imposed by TSX Venture on any person, other than as contemplated by TSX Venture's Policy 5.4-*Escrow, Vendor Consideration and Resale Restrictions*;
  - (j) whether TSX Venture concluded that any person meets the criteria in section (b)(ii) of the definition of Excluded Person and, if so, the name of the person, and the reasons for the decision;
  - (k) if applicable, the name of the Sponsor;
  - (l) whether the Resulting Issuer is a Tier 1 or Tier 2 issuer; and
  - (m) the date of TSX Venture's Final QT Exchange Bulletin.
3. TSX Venture will maintain a record of the number of QT Circulars filed, the number that were rejected by the Exchange's listing committee and the number that were withdrawn

or abandoned. In regard to any that were rejected by the Exchange's listing committee, the reasons for that rejection will be maintained. If known, the reasons for the withdrawal or abandonment of any Qualifying Transaction will also be recorded.

4. TSX Venture will maintain a record of all complaints received in relation to a CPC, a non-arm's length party to a CPC, the Sponsor or other person or company relating to the CPC or a Qualifying Transaction. TSX Venture will maintain and provide, or may cause any RSP retained by TSX Venture to maintain and provide, to an Applicable Commission, a report reflecting the following information:
  - (a) the name of the parties against whom the complaint was made or the investigation was started;
  - (b) the date the complaint was received or investigation started;
  - (c) a brief summary of the complaint or the allegations under investigation;
  - (d) in regard to any complaint or investigation that has been resolved or concluded, the date of resolution or conclusion and a brief summary of the resolution or conclusion.

## **VI. Policy Amendments**

1. Subject to section 4, TSX Venture will file any Policy Amendment for review and approval with the Co-lead Regulators, and TSX Venture will concurrently provide copies of the Policy Amendment to the other Commissions addressed to the persons identified in Appendix C.
2. Within 10 business days of receipt of the Policy Amendment, the other Commissions will endeavour to provide written notice to the Co-lead Regulators as to:
  - (a) any comments on the Policy Amendments; or
  - (b) advice that they have no comments on the Policy Amendments.
3. In the event that the Co-lead Regulators advise TSX Venture that a Commission objects to a Policy Amendment that would otherwise be approved by the Co-lead Regulators in accordance with the oversight program, such Policy Amendment will not take effect in the objecting Commission's jurisdiction until such time as the Co-lead Regulators advise that the objection has been withdrawn.
4. Notwithstanding section 1, TSX Venture may make a Policy Amendment:
  - (a) if that Policy Amendment involves only:
    - (i) the correction of mistakes with regard to spelling, punctuation, grammar, inaccurate cross-references or other similar merely typographical errors;
    - (ii) stylistic reformatting, including in regard to headings and paragraph numbering;

- (iii) non-material amendments required to ensure consistency between TSX Venture policies and rules and applicable securities legislation or securities directions; or
      - (iv) other non-material amendments agreed to by the Co-Lead Regulators; or
    - (b) if TSX Venture determines that the Policy Amendment is of an urgent nature, in which case:
      - (i) prior to publishing the Policy Amendment, TSX Venture will notify the Co-lead Regulators;
      - (ii) TSX Venture may immediately proceed to institute and publish the Policy Amendment; and
      - (iii) TSX Venture will concurrently send the Policy Amendment to the Co-lead Regulators advising that the Policy Amendment has been published and requesting the Co-lead Regulators to review and approve the Policy Amendment. TSX Venture will also send a copy of the Policy Amendment concurrently to every other Commission addressed to the persons identified in Appendix C.
5. A Policy Amendment that is published in accordance with paragraph 4 (b) will cease to have any force and effect:
- (a) in all CPC Jurisdictions on the earlier of:
    - (i) the date of receipt by TSX Venture of a notice of objection from the Co-lead Regulators; or
    - (ii) the 60th day following publication, if the Co-lead Regulators have failed to approve the Policy Amendment; and
  - (b) in a CPC Jurisdiction on the date of receipt by TSX Venture of notice from the Co-lead Regulators that a Commission objects to the implementation of the Policy Amendment in that Commission's jurisdiction.

In the event the Co-lead Regulators object or fail to provide notice of approval in accordance with section 5 (a) or notify TSX Venture of an objection pursuant to section 5 (b), TSX Venture will promptly publish an Exchange Bulletin (as defined in TSX Venture Policies) advising that the Policy Amendment has no further force and effect in all or any particular CPC Jurisdiction.

## APPENDIX B

### Significant Waivers of CPC Policy

The parties agree that waivers of the following provisions of the CPC Policy will constitute Significant Waivers:

1. distribution requirements (at either the IPO or Qualifying Transaction stage) where the issuer's distribution is, or in the case of a Resulting Issuer will be, less than 80% of any one or more of the applicable distribution requirements;
2. any financial statement requirement in connection with a Qualifying Transaction;
3. financial requirements specified in TSX Venture's initial listing requirements, such as net tangible assets, earnings, revenues, expenditures, reserves or working capital if the actual financial circumstances of the Resulting Issuer will represent less than 80% of any one or more of the stated financial requirements;
4. the initial listing requirements applicable to a Resulting Issuer upon completion of the Qualifying Transaction relating to a holding of at least a 50% interest in the asset, business or property which is the subject of the application, unless this is otherwise permitted by Policy 2.1 - *Initial Listing Requirements*;
5. the requirement to escrow securities, including any material variation or waiver of the securities to be escrowed, the persons to be escrowed or the terms of release of escrowed securities, provided that any variation resulting in less stringent requirements from that which would be obtained if the guidelines in National Policy 46-201 *Escrow For Initial Public Offerings* were applied will be considered to be a material variation or waiver unless otherwise permitted by the CPC Policy;
6. the requirement for shareholder approval where required by the CPC Policy;
7. initial listing requirements as to residency requirements for proposed directors or senior officers of the CPC;
8. material seed capital or initial public offering financing requirements for CPCs including minimum and maximum price per share and minimum and maximum proceeds;
9. restrictions on private placements or other financings if it allows the CPC to raise, in aggregate, in excess of \$10,000,000 (after including proceeds from the seed capital and IPO);
10. sponsorship requirements, including:
  - (a) waiver of sponsorship, other than as may be permitted under TSX Venture Policy 2.2 - *Sponsorship and Sponsorship Requirements*; or
  - (b) acceptance of a Sponsor report from a person not qualified to act as Sponsor;

11. limits on agent's compensation or options;
12. restrictions on material payments prohibited under the CPC Policy;
13. material requirements of NI 51-101 or any other successor instrument;
14. prohibitions on the issuance of securities; or
15. the prohibition against the Resulting Issuer being a mutual fund as defined under applicable securities legislation.

## APPENDIX C

### Addressees for CPC Policy and Form Amendments and Amendments to the Agreement

Director, Corporate Finance  
Alberta Securities Commission  
600 - 250 5<sup>th</sup> Street SW  
Calgary, Alberta T2P 0R4

Director, Corporate Finance  
British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2

Deputy Director, Corporate Finance  
The Manitoba Securities Commission  
500 - 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5

Executive Director of Securities  
Financial and Consumer Services Commission (New Brunswick)  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2I2

Superintendent of Securities  
Office of the Superintendent of Securities (Northwest Territories)  
1<sup>st</sup> Floor, Stuart M. Hodgson Building  
5009 - 49<sup>th</sup> Street  
P.O. Box 1320  
Yellowknife, Northwest Territories XIA 2L9

Director, Corporate Finance  
Nova Scotia Securities Commission  
5251 Duke Street, Suite 400  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8

Director, Corporate Finance  
Ontario Securities Commission  
20 Queen Street West, 20<sup>th</sup> Floor  
Toronto, Ontario MSH 3S8

Superintendent of Securities  
Office of the Superintendent of Securities (Prince Edward Island)  
95 Rochford Street  
P.O. Box 2000  
Charlottetown, Prince Edward Island CIA 7N8

Director, Corporate Finance  
Autorite des marches financiers (Quebec)  
800 Rue du Square-Victoria  
Montreal, Quebec H4Z 1A1

Director, Corporate Finance  
Financial and Consumer Affairs Authority of Saskatchewan  
Suite 601, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2

Superintendent of Securities  
Office of the Yukon Superintendent of Securities  
307 Black Street  
Whitehorse, Yukon Y1A 2N1

## APPENDIX D

### Parties Required to Approve Amendments to the Agreement<sup>1</sup>

Chair and Chief Executive Officer  
Alberta Securities Commission  
600 - 250 5<sup>th</sup> Street SW  
Calgary, Alberta T2P 0R4

Chair and Chief Executive Officer  
British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2

Chair and Chief Executive Officer  
The Manitoba Securities Commission  
500 - 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5

Chief Executive Officer Financial and Consumer Services Commission (New Brunswick)  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2I2

Superintendent of Securities  
Office of the Superintendent of Securities (Northwest Territories)  
1<sup>st</sup> Floor, Stuart M. Hodgson Building  
5009 - 49<sup>th</sup> Street  
P.O. Box 1320  
Yellowknife, Northwest Territories X1A 2L9

Chair  
Nova Scotia Securities Commission  
5251 Duke Street, Suite 400  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8

Chair  
Ontario Securities Commission  
20 Queen Street West, 20<sup>th</sup> Floor  
Toronto, Ontario M5H 3S8

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<sup>1</sup>In some jurisdictions, amendments are also subject to Ministerial or governmental approvals

Superintendent of Securities  
Office of the Superintendent of Securities (Prince Edward Island)  
95 Rochford Street  
P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8

President and Chief Executive Officer  
Autorite des marches financiers (AMF)  
800 Rue du Square-Victoria  
Montreal, Quebec H4Z 1A1

Chair  
Financial and Consumer Affairs Authority of Saskatchewan  
Suite 601, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2

Superintendent of Securities  
Office of the Yukon Superintendent of Securities  
307 Black Street  
Whitehorse, Yukon Y1A 2N1

## **APPENDIX E**

### **Addressees for Notification of Securities Legislation Contraventions**

Director, Enforcement  
Alberta Securities Commission  
600 - 250 5<sup>th</sup> Street SW  
Calgary, Alberta T2P 0R4

Director, Enforcement  
copy to: Director, Corporate Finance  
British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2

Director, General Counsel  
The Manitoba Securities Commission  
500 - 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5

Director of Enforcement  
Financial and Consumer Services Commission (New Brunswick)  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2I2

Superintendent of Securities  
Office of the Superintendent of Securities (Northwest Territories)  
1<sup>st</sup> Floor, Stuart M. Hodgson Building  
5009 - 49<sup>th</sup> Street  
P.O. Box 1320  
Yellowknife, Northwest Territories X1A 2L9

Director, Enforcement  
Nova Scotia Securities Commission  
5251 Duke Street, Suite 600  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8

Director, Enforcement  
copy to: Director, Corporate Finance  
Ontario Securities Commission  
20 Queen Street West, 20<sup>th</sup> Floor  
Toronto, Ontario M5H 3S8

Superintendent of Securities  
Office of the Superintendent of Securities (Prince Edward Island)  
95 Rochford Street  
P.O. Box 2000  
Charlottetown, Prince Edward Island CIA 7N8

Senior Director, Litigation  
Autorite des marches financiers (AMF)  
800 Rue du Square-Victoria  
Montreal, Quebec H4Z 1A1

Director, Enforcement  
Financial and Consumer Affairs Authority of Saskatchewan  
Suite 601, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2

Superintendent of Securities  
Office of the Yukon Superintendent of Securities  
307 Black Street  
Whitehorse, Yukon Y1A 2N1