



TSX VENTURE EXCHANGE

CORPORATE FINANCE MANUAL

TABLE OF CONTENTS

PART 1. GENERAL MATTERS

Policy 1.1 Interpretation

1. Definitions
2. Affiliation and Control
3. Rules of Construction
4. Exchange Discretion

Policy 1.2 Filing Locations and Procedures

1. Filing Office – New Listing Applicants
2. Change in Filing Office
3. Electronic or Paper Filing
4. Confidential Information

Policy 1.3 Schedule of Fees

PART 2. LISTING MATTERS

Policy 2.1 Minimum Listing Requirements

1. Introduction - Tiers and Industry Segments
2. Exercise of Discretion
3. Summary of Minimum Listing Requirements
4. Minimum Quantitative Requirements
5. Public Distribution
6. Pricing
7. Pre-Listing Transactions and Capital Structure

Policy 2.2 Sponsorship and Sponsorship Requirements

1. Application
2. Definitions
3. Requirements for Sponsorship
4. Sponsors and Qualifications
5. Review Procedures
6. Sponsorship Acknowledgement Form
7. Sponsor Reports

Policy 2.3 Listing Procedures

1. Required Documentation
2. Trading in US Dollars
3. Significant Connection to Ontario

Policy 2.4 Capital Pool Companies

1. Definitions
2. Overview of Process
3. Minimum Listing Requirements for CPCs
4. Disclosure Required in a CPC Prospectus
5. Agents
6. Agent's Option
7. Other Options Issued by the CPC
8. Prohibited Payments and Use of Proceeds
9. Restrictions on Trading
10. Private Placements for Cash
11. Escrow
12. Qualifying Transaction
13. Information Circular and Filing Statement
14. Other Requirements
15. CPC Combinations
16. Transition

Policy 2.5 Tier Maintenance Requirements and Inter-Tier Movement

1. Application of Tier Maintenance Requirements
2. Procedure
3. Tier 1 - Tier Maintenance Requirements
4. Tier 2 - Tier Maintenance Requirements
5. Summary of Tier Maintenance Requirements
6. Suspension
7. Graduation from Tier 2 to Tier 1
8. Transition Policy Re: Inactive Issuers

Policy 2.6 Reactivation of NEX Companies

1. Reactivation
2. Procedure for Effecting a Reactivation
3. Graduation from NEX to Tier 2

Policy 2.7 Pre-Filing Conferences

1. Required or Recommended Pre-Filing Conferences
2. Purpose of a Pre-Filing Conference
3. Scheduling a Pre-Filing Conference
4. Recommended Filings

Policy 2.8 Supplemental Listings

1. General
2. Application Process and Filing Requirements
3. Distribution Requirements
4. Convertible or Exchangeable Securities
5. Trading

Policy 2.9 Trading Halts, Suspensions and Delisting

1. Introduction
2. Trading Halts
3. Trading Suspensions
4. Delisting
5. Reviews and Appeals

PART 3. CONTINUOUS DISCLOSURE AND CORPORATE GOVERNANCE

Policy 3.1 Directors, Officers, Other Insiders & Personnel and Corporate Governance

1. Definitions
2. Exchange Review of Directors, Officers, Other Insiders & Personnel
3. Initial Listing Requirements
4. Continued Listing Requirements
5. Qualifications and Duties of Directors and Officers
6. Disclosure of Insider Interests
7. Transfer Agent, Registrar and Escrow Agent
8. Security Certificates
9. Dissemination of Information and Insider Trading
10. Unacceptable Trading
11. Corporate Power and Authority
12. Auditors
13. Financial Statements, MD & A and Certification
14. Shareholders' Meetings and Proxies
15. Shareholder Rights Plans
16. Proceeds from Distributions
17. Issuers with Head Office Outside Canada
18. Assessment of a Significant Connection to Ontario
19. Corporate Governance Guidelines
20. Disclosure of Corporate Governance Practices
21. Audit Committees

Policy 3.2 Filing Requirements and Continuous Disclosure

1. Financial Statements and Management Discussion & Analysis
2. Documents Required by Securities Laws
3. Shareholder Meetings
4. Business Acquisition Reports
5. Security Issuances, Treasury Orders and Legending of Hold Periods
6. Change in Management or Control
7. Personal Information Forms and Declarations
8. Material Agreements - Escrow/Pooling Arrangements

9. Changes in Constatting Documents and Security Reclassifications (other than Name Changes, Stock Splits and Consolidations)
10. Change of Auditor or Change of Year End
11. Dividends
12. Redemption, Cancellation or Retirement of Listed Shares
13. Corporate Information and Shareholder Communication
14. Filing of Documents through SEDAR
15. Trading in U.S. Dollars
16. Tier 1 Issuers

Policy 3.3 Timely Disclosure

1. Introduction
2. Disclosure of Material Information
3. Timing of Disclosure
4. Filing - Pre-Notification to RS
5. Dissemination
6. Content of News Releases
7. Trading Halts
8. Unusual Market Activity
9. Confidential Information

Policy 3.4 Investor Relations, Promotional and Market-Making Activities

1. The Promotional Role
2. The Market-Place Role
3. Disclosure
4. Role of Members
5. Compensation Arrangements
6. Filing Requirements for Tier 2 Issuers
7. Filing Requirements for Tier 1 Issuers
8. Prohibitions

Policy 3.5 Restricted Shares

1. Introduction
2. Definitions
3. Legal Designation
4. Notice and Disclosure
5. Shareholder Approval
6. Take-Over Bid Protection Provisions
7. Issuance of Shares
8. Capital Reorganization or Distribution to Shareholders

9. Pre-Filing Conferences

PART 4. DISTRIBUTIONS OF SHARES

Policy 4.1 Private Placements

1. General
2. Brokered Private Placement of Equity Shares
3. Private Placement of Convertible Securities
4. Private Placement of Special Warrants
5. Amending Warrant Terms
6. Expedited Private Placement Filing System

Policy 4.2 Prospectus Offerings

1. Public Offering by Prospectus - All Jurisdictions

Policy 4.3 Shares for Debt

1. General Requirements
2. Restrictions on Debt Restructuring Plans
3. Filing Requirements
4. Denial of Acceptance
5. Shares for Services

Policy 4.4 Incentive Stock Options

1. Introduction
2. General Requirements
3. Stock Option Plans
4. Required Documentation for Stock Option Plans
5. Amending Stock Option Agreements/Plans

Policy 4.5 Rights Offerings

1. Introduction
2. Procedure
3. Filing Requirements
4. Effecting the Offering
5. Terms of the Rights and Warrants
6. Minimum Subscription Standby Guarantee
7. Pro Rata Over-Subscription
8. Trading of Rights and Warrants

Policy 4.6 Public Offering by Short Form Offering Document

1. Definitions
2. Use of the Short Form
3. Use of Proceeds
4. Process
5. Short Form Filing Requirements
6. Pricing and Offering Period
7. Delivery Requirements and Subsequent Material Changes
8. Contractual Rights of Action and Rights of Withdrawal
9. Agent or Underwriter Requirements
10. Agent or Underwriter Compensation
11. Final Filing Requirements
12. Audit

Policy 4.7 Charitable Options

1. Definitions
2. Requirements
3. Other

PART 5. TRANSACTIONS AND CORPORATE CHANGES

Policy 5.1 Loans, Bonuses, Finder’s Fees and Commissions

1. Loans to Issuers
2. Bonuses
3. Finder’s Fees and Commissions
4. Application to Members
5. Filing Requirements

Policy 5.2 Changes of Business and Reverse Takeovers

1. Interpretation
2. Public Disclosure
3. Sponsorship and Trading Halt
4. Shareholder Approval
5. Procedural Steps
6. Application of Minimum Listing Requirements
7. Vendor Consideration and Escrow
8. Treasury Orders and Resale Restrictions
9. Financial Statements

10. Other Requirements

Policy 5.3

Acquisitions and Dispositions of Non-Cash Assets

1. Overview
2. Exempt Transactions
3. Expedited Acquisitions
4. Reviewable Transactions - General
5. Reviewable Acquisitions - Procedure
6. Reviewable Dispositions - Procedure
7. Reviewable Transactions - Additional Documents and Requirements
8. Mergers, Amalgamations, Reorganizations and Take-Overs
9. Treasury Orders and Resale Restrictions
10. Restrictions on Investments by Issuers

Policy 5.4

Escrow, Vendor Consideration and Resale Restrictions

1. General
2. Initial Applications for Listing
3. Reverse Take-Overs and Qualifying Transactions
4. Value Securities
5. Surplus Securities
6. Escrow Provisions
7. Other Transactions
8. Transfers Within Escrow
9. Conversion, Release, Transfer and Cancellation of Securities Escrowed Pursuant to former ASE or VSE Policies
10. Seed Share Resale Restrictions

Policy 5.5

Stock Exchange Take-Over Bids and Issuer Bids

1. Background
2. Stock Exchange Take-Over Bids
3. Normal Course Purchases
4. Restricted Shares
5. Insider Bids
6. Issuer Bids
7. Substantial Issuer Bids
8. Exchange Discretion

Policy 5.6

Normal Course Issuer Bids

1. Exemption from Securities Laws
2. Substantial Issuer Bid
3. Definitions
4. Restricted Shares
5. Procedure for Making a Normal Course Issuer Bid
6. Application Requirements for a Normal Course Issuer Bid
7. Trustee or Agent
8. Reporting Purchases
9. Prohibited Transactions
10. Designation of Broker
11. Powers of the Exchange

Policy 5.7

Small Shareholder Selling and Purchase Arrangements

1. General Requirements
2. Trading Odd Lots
3. Rules Applicable to Arrangements Through Members
4. Rules Applicable to Arrangements Through the Issuer
5. Obligations to Odd Lot Holders
6. Shareholders Eligible to Participate
7. Duration of an Arrangement
8. Dissemination of Information
9. Normal Course Issuer Bids
10. Powers of the Exchange

Policy 5.8

Name Change, Share Consolidations and Splits

1. Name and Stock Symbol
2. Name Change
3. Consolidation or Split

Policy 5.9

Protection of Minority Security Holders in Special Transactions

1. Definitions
2. Application of the Instrument
3. Exemptions

PART 6. TRANSITIONAL PROVISIONS

Policy 6.1 There is currently no Policy 6.1

Policy 6.2 Transitional Provisions

1. General
2. Transition
3. Filings

FORMS

APPENDICES

NEX POLICY / NEX FORMS / NEX APPENDIX