



# ***CORPORATE FINANCE MANUAL*** (the “Manual”)

## ***UPDATE NOTICE*** ***October 20, 2004***

Last Update Notice – March 24, 2004

The amendment communicated in this *Update Notice* is reflected in the Internet version of the Manual:

[English:

<http://www.tsx.com/en/productsAndServices/listings/cdnx/resources/resourcePolicies.html>]

[French:

<http://www.tsx.com/fr/productsAndServices/listings/cdnx/resources/resourcePolicies.html>]

### **Various Amendments:**

Paper updates to the Corporate Finance Manual are being provided in relation to Bulletins that were issued as noted below. These changes were reflected on the Internet version of the Manual as of their effective date.

### **Bulletin dated: April 6, 2004 – Policy Amendments to Conform with Amendments to Securities Laws**

Effective March 30, 2004, the following were amended to reflect the amendments made by the Canadian Securities Administrators to various National and Multilateral Instruments:

- Policy 1.1 – Interpretation
- Policy 2.4 – Capital Pool Companies
- Policy 3.1 – Directors, Officers and Corporate Governance
- Policy 3.2 – Filing Requirements and Continuous Disclosure
- Policy 3.4 – Investor Relations, Promotional and Market-Making Activities
- Policy 3.5 – Restricted Shares
- Policy 4.6 – Public Offering by Short Form Offering Document

**Bulletin dated: May 13, 2004 – Prohibitions on Directors and Officers**

The following policy was amended to reflect the intent and practice relating to prohibitions on certain directors and officers:

- Policy 3.1 – Directors, Officers and Corporate Governance

**June 1, 2004 – Timely Disclosure of Dividends / Distribution**

Form 3E was amended to update the phone and fax numbers required to declare dividends or distributions.

**Bulletin dated: June 10, 2004 – Amendment to NEX Fees**

Effective June 10, 2004, the NEX Policy was amended to clarify that there is a processing fee to reinstate halted and/or suspended NEX Issuers and to implement an additional fee for those NEX Issuers that make late payment of their Listing Maintenance Fees.

**Bulletin dated: June 29, 2004 – Prohibitions on Certain Market Making Arrangements**

Policy 3.4 was amended to prohibit transactions whereby Issuers use their own funds or provide direct or indirect compensation to other parties to undertake a “market making” function in the Issuer’s securities.

**Bulletin dated: June 29, 2004 – Amendments to Policy 5.9 to Conform to Amendments to OSC Rule 61-501**

Effective June 29, 2004, the following were amended to reflect the Ontario Securities Commission revised OSC Rule 61-501 *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions*, and Companion Policy 61-501CP:

- Policy 2.4 – Capital Pool Companies
- Policy 4.1 – Private Placements
- Policy 5.2 – Changes of Business and Reverse Take-Overs
- Policy 5.3 – Acquisitions and Dispositions of Non-Cash Assets
- Policy 5.4 – Escrow, Vendor Consideration and Resale Restrictions
- Policy 5.5 – Stock Exchange Take-Over Bids and Issuer Bids
- Policy 5.9 – Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions

- Form 3B1/3B2:  
Form 3B1 - Information Required in an Information Circular for a Qualifying Transaction  
Form 3B2 – Information Required in a Filing Statement for a Qualifying Transaction
- Form 5C – Transaction Summary Form
- Appendix 5B – OSC Rule 61-501
- Appendix 5C – OSC Companion Policy 61-501CP
- NEX Policy
- NEX Form C – Notice of Proposed Share Issuance/Financing
- NEX Form F – Notice of Proposed Material Transaction

**Bulletin dated: October 14, 2004 – Sponsorship Exemptions**

The following were amended or created to expand and clarify the circumstances in which the Exchange may exercise its discretion to waive the requirement for sponsorship:

- Policy 2.2 – Sponsorship and Sponsorship Requirements
- Form 2I - Transaction Disclosure Form (NEW)

**Bulletin dated: October 20, 2004 – Revised PIF and Revision to Policy 3.1**

Effective October 20, 2004, the following were amended to reflect revisions to the Personal Information Form, the principal revision being to the Note under the definition of “offence” in the PIF. The revision clarifies the requirements for disclosure of pardons in the PIF to more accurately reflect the Exchange’s working practice.

In addition Policy 3.1 was revised to clarify that a Person is prohibited from acting as a director or officer of an Issuer if that Person has been subject to a Cease Trade Order, denial of exemption or equivalent order or ruling for 12 consecutive months or more.

- Policy 3.1 – Directors, Officers and Corporate Governance\
- Form 2A - Personal Information Form

**FOR FURTHER INFORMATION, PLEASE CONTACT:**

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