

# **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 Initial Listing Requirements**

1. Introduction - Tiers and Industry Segments
2. Initial Listing Requirements
3. Pricing
4. Pre-Listing Transactions and Capital Structure
5. Exercise of Discretion

**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. Initial Filing Requirements
2. Exchange Review
3. Final Filing Requirements
4. TSX Issuers Listing on TSX Venture Exchange
5. Significant Connection to Ontario

**Policy 2.4****Capital Pool Companies**

1. Definitions
2. Overview of Process
3. Initial 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

**Policy 2.5****Continued Listing Requirements and Inter-Tier Movement**

1. Application of Continued Listing Requirements
2. Continued Listing Requirements
3. Inability to Meet Continued Listing Requirements
4. Suspension
5. Graduation from Tier 2 to Tier 1

<b>Policy 2.6</b>	<b>Reactivation of NEX Companies</b> <ol style="list-style-type: none"><li>1.     Reactivation</li><li>2.     Procedure for Effecting a Reactivation</li><li>3.     Graduation from NEX to Tier 2</li></ol>
<b>Policy 2.7</b>	<b>Pre-Filing Conferences</b> <ol style="list-style-type: none"><li>1.     Required or Recommended Pre-Filing Conferences</li><li>2.     Purpose of a Pre-Filing Conference</li><li>3.     Scheduling a Pre-Filing Conference</li><li>4.     Recommended Filings</li></ol>
<b>Policy 2.8</b>	<b>Supplemental Listings</b> <ol style="list-style-type: none"><li>1.     General</li><li>2.     Application Process and Filing Requirements</li><li>3.     Distribution Requirements</li><li>4.     Convertible or Exchangeable Securities</li><li>5.     Trading</li></ol>
<b>Policy 2.9</b>	<b>Trading Halts, Suspensions and Delisting</b> <ol style="list-style-type: none"><li>1.     Introduction</li><li>2.     Trading Halts</li><li>3.     Trading Suspensions</li><li>4.     Delisting</li><li>5.     Reviews and Appeals</li></ol>
<b>Policy 2.10</b>	<b>Listing of Emerging Market Issuers</b> <ol style="list-style-type: none"><li>1.     Introduction</li><li>2.     Defined Terms</li><li>3.     Rationale for Additional Listing Requirements</li><li>4.     Requirements/Procedures for Listing of Emerging Market Issuers</li><li>5.     Summary of Requirements and Procedures</li></ol>

## **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 Committee

### **Policy 3.2 Filing Requirements and Continuous Disclosure**

1. Continuous Disclosure and Filing Requirements Under Securities Laws
2. Documents Required by Securities Laws
3. Corporate Information and Shareholder Communication
4. Shareholder Meetings
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. Dividends
11. Redemption, Cancellation or Retirement of Listed Shares
12. Trading in U.S. Dollars

### **Policy 3.3**

#### **Timely Disclosure**

1. Introduction
2. Material Information
3. Timing of Disclosure
4. Filing - Pre-Notification to the Regulation Services Provider
5. Disclosure of Earnings and Financial Forecasts
6. Rumours and Unusual Market Activity
7. Dissemination
8. Content of News Releases
9. Resource Issuers
10. Trading Halts
11. Confidential Information
12. Breach of Policy

### **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
7. 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 Requirements and Procedures
2. Private Placement of Convertible Securities
3. Amending Warrant Terms
4. Amending Convertible Securities

### **Policy 4.2 Prospectus Offerings**

1. Public Offering by Prospectus - All Jurisdictions

### **Policy 4.3 Shares for Debt**

1. Interpretation
2. General
3. Requirements and Restrictions
4. Filing Requirements – Shares for Debt
5. Shares for Services
6. Filing Requirements - 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. General
2. Procedure
3. Filing Requirements
4. Effecting the Offering
5. Transferability and "ex-rights" Trading
6. Standby Guarantees
7. Pro Rata Over-Subscription

**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 in Connection with an IPO**

1. Definitions
2. Requirements
3. Other

**PART 5.**

**TRANSACTIONS AND CORPORATE CHANGES**

**Policy 5.1**

**Loans, Loan Bonuses, Finder's Fees and Commissions**

1. Loans to Issuers
2. Loan Bonuses
3. Finder's Fees and Commissions
4. Application to Registrants
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 Initial 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.      General
2.      Exchange Requirements
3.      Exempt Transactions
4.      Expedited Acquisitions
5.      Reviewable Transactions
6.      Treasury Orders and Resale Restrictions
7.      Restrictions on Investments by Issuers
8.      Mergers, Amalgamations, Reorganizations and Take-Overs

**Policy 5.4                      Escrow, Vendor Consideration and Resale Restrictions**

1.      General
2.      Initial Applications for Listing
3.      Reverse Takeovers and Qualifying Transactions
4.      Value Securities
5.      Surplus Securities
6.      Escrow Provisions
7.      Amendments and Transfers Within Escrow
8.      Graduations and Delistings
9.      Other
10.     Seed Share Resale Restrictions



<b>Policy 5.5</b>	<b>Issuer Bids, Take-over Bids and Insider Bids</b>
<b>Policy 5.6</b>	<b>Normal Course Issuer Bids</b>
	<ul style="list-style-type: none"><li>1. Exemption from Securities Laws</li><li>2. Substantial Issuer Bid</li><li>3. Definitions</li><li>4. Restricted Shares</li><li>5. Procedure for Making a Normal Course Issuer Bid</li><li>6. Application Requirements for a Normal Course Issuer Bid</li><li>7. Trustee or Agent</li><li>8. Reporting Purchases</li><li>9. Prohibited Transactions</li><li>10. Designation of Broker</li><li>11. Powers of the Exchange</li></ul>
<b>Policy 5.7</b>	<b>Small Shareholder Selling and Purchase Arrangements</b>
	<ul style="list-style-type: none"><li>1. General Requirements</li><li>2. Trading Odd Lots</li><li>3. Rules Applicable to Arrangements Through Members</li><li>4. Rules Applicable to Arrangements Through the Issuer</li><li>5. Obligations to Odd Lot Holders</li><li>6. Shareholders Eligible to Participate</li><li>7. Duration of an Arrangement</li><li>8. Dissemination of Information</li><li>9. Normal Course Issuer Bids</li><li>10. Powers of the Exchange</li></ul>

**Policy 5.8**                      **Issuer Names, Issuer Name Changes, Share Consolidations and Splits**

1.      Name
2.      Name Changes
3.      Stock Symbol
4.      Stock Symbol Changes
5.      CUSIP and ISIN Application Procedures
6.      Security Consolidations, Splits and Reclassifications - General
7.      Security Consolidations
8.      Security Splits
9.      Security Reclassifications

**Policy 5.9**                      **Protection of Minority Security Holders in Special Transactions**

1.      Definitions
2.      Application of MI 61-101
3.      Exemptions

**PART 6.                      TRANSITIONAL PROVISIONS**

**Policy 6.1                      There is currently no Policy 6.1**

**Policy 6.2                      Transitional Provisions**

1.      General
2.      Filings

**FORMS**

**APPENDICES**

**NEX POLICY / NEX FORMS / NEX APPENDIX**