

## POLICY 1.2

# FILING LOCATIONS AND PROCEDURES

### Scope of Policy

This Policy describes the procedures for determining and changing the Exchange office that will be the Issuer's filing office. This Policy also sets out the Exchange policy regarding paper and electronic filings, and confidentiality of information received by the Exchange.

### 1. Filing Office – New Listing Applicants

- 1.1 Issuers making an application to obtain a New Listing on the Exchange that desire to have a particular filing office deal with their filings should specify the choice and the basis for such choice in the filing letter accompanying the New Listing application. If no choice is specified then the Exchange will assign a filing office based on the location of the Issuer's head office or other business factors.
- 1.2 Issuers which file an Exchange Vetted Prospectus in connection with their Application for Listing will be assigned a filing office which will correspond with the office of the Exchange responsible for vetting (reviewing) the Prospectus. See *Policy 4.2 - Prospectus Offerings* and *Policy 2.4 - Capital Pool Companies*.

### 2. Change in Filing Office

- 2.1 Issuers are permitted to make an application to change their filing office in circumstances where an Issuer has undertaken a Reverse Take-Over, Change of Business, Qualifying Transaction or Change of Management and, as a result, factors such as the location of new management or professional advisors justify a change in filing office. The Exchange will consider applications for a change in filing office at other times where the Issuer submits satisfactory business reasons as to the need for a change in filing office. However, a change in filing office should be a very infrequent occurrence. Repeated applications for a change in filing office will likely be refused. An Issuer seeking a change in its filing office will be required to make an application to the current filing office.

### **3. Electronic or Paper Filing**

- 3.1 Certain documents filed with Securities Commissions via SEDAR, such as continuous disclosure documents and Prospectuses, may also be filed with the Exchange via SEDAR. See *Policy 3.2 - Filing Requirements and Continuous Disclosure*. Other Exchange filings may be made in paper format or by SEDAR. Unless originals are indicated as being required, documents may be filed by facsimile.
- 3.2 Filers must select "Canadian Venture Exchange" as a recipient when filing documents with the Exchange through the SEDAR system. The recipient categories of "Canadian Venture Exchange-BC" or "Canadian Venture Exchange-AB" are no longer relevant and must not be used.
- 3.3 Final versions of the Exchange Listing Application (Form 2B), and Filing Statement (Form 5A) must be filed via SEDAR under the continuous disclosure category for Exchange filings:
- (a) in the case of a Listing Application, using the filing type "Other," and after an amendment is made to SEDAR to accommodate this filing in the continuous disclosure category, using the appropriate filing type for this document, and
  - (b) in the case of a Filing Statement, using the filing type "Filing Statement."

### **4. Confidential Information**

- 4.1 With the exception of Personal Information Forms, all Exchange Forms and documents prepared in accordance with Securities Laws, which are required to be filed with the Exchange, may be treated by the Exchange as public information.
- 4.2 For the purpose of this Policy, information about the issuance of securities to an individual, including information about the names of individuals acquiring securities of an Issuer, the province or state in which the individual resides or carries on business and their relationship to the Issuer is not confidential information.
- 4.3 Exchange Forms and documents prepared in accordance with Securities Laws which are required to be filed with the Exchange, if treated as public information, will be placed in a public file and made available to members of the public through InfoCDNX.<sup>1</sup> On InfoCDNX, such forms and documents are electronically scanned and the image stored in a database, including the image of original signatures appearing on such forms and documents. Issuers and individuals concerned about the disclosure of signatures on InfoCDNX should file such forms and documents through SEDAR so that a typed name will appear, rather than an image of the actual signature.

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<sup>1</sup> Such forms and documents may also be available to members of the public through SEDAR.

- 4.4 Personal Information Forms (“PIFs”) are not placed in a public file. They are, however, disclosed to the Securities Commissions so that background checks can be carried out on the individuals listed in the PIFs.
  - 4.5 Documents that are not in a public file are considered by the Exchange to be confidential. They are not made available through InfoCDNX. From time to time, however, the Exchange discloses confidential information to comply with the law or carry out its obligations as a securities industry regulator.
  - 4.6 Generally, correspondence (other than Exchange Forms) and contracts filed with the Exchange (other than in connection with a public offering) are not placed in a public file.
  - 4.7 All Exchange Forms, documents and material (collectively, the “Information”) provided to or filed with the Exchange, in whatever form, becomes the property of the Exchange. Subject to Sections 4.1 through 4.6, inclusive, the Exchange may sell, license, copy, distribute, make available for public inspection, provide copies of the Information to others at any time and without notice to the Issuer or to anyone else, including individuals whose personal information appears in the Information.
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