

## TSX VENTURE EXCHANGE

### MEMBER APPLICATION

The Applicant will complete all parts and sign the Certificate. Signatures must be original.

Prior to being accepted by TSX Venture Exchange, a division of TSX Venture Exchange Inc. (referred to as the "Exchange"), as a Member an applicant must be a member in good standing of a recognized self-regulatory organization that is a participant institution in the Canadian Investor Protection Fund that regulates the business conduct and affairs of its members.

Capitalized terms used herein have the meanings assigned to them in Rule 1-101 of the Exchange.

Submit the completed Application, two copies of the signed Agreement, and any attachments or supporting documents to:

TSX Markets  
300 - 100 Adelaide Street West  
Toronto, Ontario  
M5H 1S3

Please also submit electronically applicable Personal Information Forms. This Application is not complete until the applicable Personal Information Forms have been submitted.

### APPLICATION

\_\_\_\_\_ (the "Applicant") hereby applies for acceptance by the TSX Venture Exchange, a division of TSX Venture Exchange Inc., as a Member and provides the following information:

#### Particulars of Applicant

1. Full legal name of Applicant.
2. Name under which the Applicant will carry on business.
3. Former names of Applicant, if any.

4. Head office:  
  
address  
  
telephone number  
  
fax number  
  
e-mail address
5. Describe the Applicant's business, briefly and succinctly.

### **Formation and Capitalization**

6. If the Applicant is a corporation, give jurisdiction and date of incorporation, and continuation if applicable. If applicant is a partnership, give date of formation and governing statute.
7. If the Applicant is a corporation, describe capitalization, including classes of shares, number authorized and number issued and outstanding; describe material characteristics such as voting rights, restrictions and conversion rights. If a partnership, list partnership interests and describe material characteristics such as voting rights and restrictions.
8. Names of affiliates in the securities industry, if any.
9. If the Applicant is part of a group of companies, attach a diagram showing the companies of the group with percentages of holdings and jurisdiction of incorporation for each company.

### **Significant Shareholders**

10. Name of each person holding 20% or more of the voting interests of the Applicant; if any such person is not an individual, name of the ultimate beneficial individual owner(s) of the interest or individual(s) controlling the interest. Submit a completed and signed Personal Information Form for each individual.

### **Directors and Officers or Partners**

11. If the Applicant is a corporation, list names of directors and names and titles of senior officers; if the Applicant is a partnership, list names of partners. Submit a completed and signed Personal Information Form for each individual.

### **Representative**

12. Provide the name of the individual appointed to be the representative of the applicant in its dealings with the Exchange.

### **Key Personnel and Operating Information**

13. Provide names of head trader and head of compliance, with their titles and contact numbers.
14. Clearing and settlement arrangements.

### **Regulatory Information**

15. Name of the recognized self regulatory organization responsible for regulating the Applicant (the primary audit jurisdiction).
16. List all stock exchange and self regulatory organization memberships, with dates of membership and current status.
17. List all registrations held by the Applicant or an affiliate of the Applicant, at present or in the past, relating to trading or advising in securities, commodities or futures; specify jurisdiction, regulatory authority, category of registration, date of registration and state whether registration continues in effect.

18. List all registrations or licences to deal with the public other than those listed in item 17 that the Applicant, or affiliate of the Applicant, has held; specify nature of registration or licence, jurisdiction and title of legislation under which granted and dates held.
19. Has the Applicant, or an affiliate of the Applicant, ever been refused registration, a licence or membership or had a registration, licence or membership suspended or cancelled? If yes, give particulars.

### **History of Disciplinary, Criminal and Civil Proceedings**

20. Describe all disciplinary proceedings, with resolution of each, relating to the Applicant, or affiliate of the Applicant, including pending proceedings, by any of the registering authorities, self-regulatory organizations or stock exchanges named in the section above.
21. Provide particulars of any criminal conviction, indictment or current charge relating to the Applicant or any affiliate of the Applicant. (If a pardon under the *Canada Criminal Records Act* has been granted and has not been revoked, the Applicant does not have to disclose the pardoned offence and may respond, e.g., "Pardon granted on [date]").)
22. Provide particulars of any past or pending civil proceedings relating to securities, commodities or futures or involving fraud in which the Applicant, or an affiliate of the Applicant, is or was a defendant.
23. If the Applicant, or an affiliate of the Applicant, has ever been declared bankrupt or made a voluntary assignment in bankruptcy or had a receiver appointed by or at the request of its creditors, provide particulars, with date of discharge.

CERTIFICATE

The Applicant hereby certifies that the information provided in this Application and any attachment hereto is true and correct. The Applicant acknowledges that any wilful material omission or misstatement in this Application or any attachment hereto may lead to rejection of the Application or termination of Member status.

Dated at \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Applicant

BY:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name and title of director, officer or partner

## **TSX VENTURE EXCHANGE**

### **MEMBER'S AGREEMENT**

In consideration of acceptance by the TSX Venture Exchange, a division of TSX Venture Exchange Inc. (the "Exchange") as a member \_\_\_\_\_ (the "Member") agrees with the Exchange as follows:

1. In this Agreement, capitalized terms have the meanings assigned to such terms in Rule A1.01 of the Exchange.
2. The Member agrees that it will comply with and be bound by Exchange Requirements that are or may be in force from time to time and of which the Exchange has provided public notice.
3. Without limiting the generality of paragraph 2, the Member agrees:
  - a) to provide prior notification of a change in control as required by Exchange Requirements;
  - b) to notify the Exchange prior to changing the recognized Self-Regulatory Organization of which it is a member or ceasing to be a member of a recognized Self-Regulatory Organization;
  - c) to provide, or to provide access to, any information or document that the Exchange requests and to cooperate with any review or investigation by or on behalf of the Exchange;
  - d) to indemnify the Exchange as provided in the Rules; and
  - e) that neither this Agreement nor Member status is transferrable or assignable by the Member or its affiliates.
4. The Member submits to the jurisdiction of the Exchange and agrees that Member status may be revoked, terminated or suspended at any time in accordance with Exchange Requirements. If such status is revoked or terminated, the Member agrees to terminate its connection with the Exchange forthwith and to take all steps necessary to dissociate itself from the business and affairs of the Exchange and other Members of the Exchange.

5. This Agreement shall be governed by and construed in accordance with the laws of the Province of Alberta and the laws of Canada applicable therein, without regard to conflicts of law rules.
6. The Member hereby acknowledges that it has expressly required this document and all other documents required or permitted to be given or entered into pursuant hereto to be drawn up in the English language only. Les parties reconnaissent avoir expressement demande que la presente document ainsi que tout autre document a etre ou pouvant etre donne ou conclu en vertu des dispositions des presentes, soit redige en langue anglaise seulement.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name of Member

BY:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name and title of director, officer or partner

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name and title of director, officer or partner

The Exchange hereby accepts the entitiy named above as a Member.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**TSX VENTURE EXCHANGE INC.**

BY:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title