

The following issuer forms are part of the CNQ Policies, which were published for comment on July 26, 2002, in connection with CNQ's application to the Commission for recognition as a quotation and trade reporting system.

**FORM 1A
APPLICATION LETTER**

[LETTERHEAD OF APPLICANT]

[Date]

Canadian Trading and Quotation System Inc.
BCE Place
Canada Trust Tower
27th Floor
161 Bay Street
Toronto, Ontario
M5J 2S1

Dear Sirs/Mesdames:

Re: Qualification for Quotation of [insert name of issuer] (the "Issuer")

The Issuer hereby applies to have its securities qualified for quotation and trading on the Canadian Trading and Quotation System Inc. Quotation and Trading System. There are currently _____ shares issued and outstanding and _____ shares reserved for issuance.

Please find enclosed, in duplicate, Form 1B Quotation Application, Form 2A Quotation Statement, Form 2B Quotation Summary, executed Quotation Agreement, the supporting documents set out in Appendix A to the Quotation Application and a cheque in the amount of \$2,140 representing the non-refundable portion of the application fee of \$2,000 plus GST.

Yours very truly,

[NAME OF APPLICANT ISSUER]

Per: (signature of authorized company representative)

FORM 1B

Quotation Application

General Instructions

Please complete the following application and submit to CNQ in printed form with the application fee and the documents listed in Appendix A.

Part 1

ISSUER INFORMATION

General instruction: In this application, the term "predecessor" means any legal predecessor of the CNQ Issuer and any company with which the Issuer has engaged in a transaction that would give effect to a Fundamental Change.

Initial Application

Application Following Fundamental Change

1.1 Issuer Name:

State the full legal name(s) of Issuer.

1.2 Address:

Please give all addresses. Indicate registered office, head office, mailing, etc.

1.3 Telephone Number:

1.4 Fax Number:

1.5 General e-mail address:

1.6 Website address:

1.7 Jurisdiction of Incorporation:



1.8 Reporting Jurisdictions:

In addition to Ontario please state any other reporting jurisdiction.

1.9 North American Industrial Classification:

Please state your industrial classification below.

1.10 Description of Business:

Briefly describe the business the Issuer is engaged in.

1.11 Class (es) of Shares to be qualified for quotation:

1.12 CUSIP Number(s):

Please provide CUSIP numbers for all shares to be quoted.

- 1. _____
- 2. _____
- 3. _____

1.13 Desired CNQ Symbol

Please specify 3 choices in order of preference. A symbol must be 4 letters and will be subject to availability. CNQ has final approval of any symbol request.

- 1. _____
- 2. _____
- 3. _____

1.14 Trading Currency:

CDN\$ US\$

1.15 Outstanding Shares:Basic:

Fully Diluted:
(provide details)

1.16 Outstanding Warrants, Rights, Options:*(provide details of terms such as exercise price, expiry date, etc. as well as number outstanding)*

<u>Security</u>	<u>Number Outstanding</u>	<u>Details</u>

1.17 Fiscal Year End:

1.18 News Wire Service:*Please specify which Newswire service (s) currently disseminates Issuer press releases.*

- Canadian Corporate News (**CCN**)
- Canadian NewsWire Services (**CNW**)
- BCE Emergis, E-News Service
- Other, please state _____

1.19 Issuer Contact Information:*Please provide full contact details of the person to be contacted regarding regulatory matters, accounting/administration and for shareholder inquiries.***Regulatory Contact:**Name:

Address:

Telephone number:

Fax number:

E-mail address:

Accounting/Administrative Contact:

Name:

Address:

Telephone number:

Fax number:

E-mail address:

Investor Relations:

Name:

Address:

Telephone number:

Fax number:

E-mail address:

Other Contacts:

Name:

Address:

Telephone number:

Fax number:

E-mail address:

1.20 Directors, Officers, Promoter and Related Persons

Provide the name, residential address, birth date, place of birth and position or status with the Issuer for each Related Person as defined in CNQ Policy 1. Provide date and jurisdiction of incorporation or formation if not an individual.

(Please provide attachments if additional space is necessary.)

<u>Name and Address</u>	<u>Birthdate and Place of Birth⁽¹⁾</u>	<u>Position with Issuer</u>

(1) Provide date and jurisdiction of incorporation or formation if not an individual.

1.21 Predecessor and Related Companies (as defined in CNQ Policy 1)

Names:

Part 2

TRADING INFORMATION

2.1 Transfer and Registration:

Please provide contact information for the company's Transfer Agent (s) and Registrar(s) where (i) transfers may be effected, and (ii) registration facilities are maintained. One of the addresses in each of (i) and (ii) must be in Toronto.

Transfer agent:

Name:

Address:

Telephone number:

Fax number:

E-mail address:

Registrar:

Name:

Address:

Telephone:

Fax number:

E-mail address:

2.2 *Has the Issuer traded on another exchange in Canada? If yes, please provide trading symbol.*

2.3 *Does the Issuer have any other class of shares?*

Part 3

HISTORICAL INFORMATION

3.1 *Has the Issuer (or any of its predecessors) ever applied to have its shares traded on another market and been denied? If yes, please provide the name of the market or markets, dates and the reason why the application was denied.*

3.2 *Has the Issuer or any predecessor ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by a marketplace? If yes, provide details. Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or volatility controls imposed by a marketplace or sector or market-wide halts not specific to the Issuer (e.g. a halt due to circuit breakers for price drops). Be specific when providing reasons (e.g. suspended for failure to meet financial requirements, not "failure to meet exchange requirements"). State whether the action giving rise to the halt or suspension was remedied.*

3.3 Has the issuer or any of its predecessor ever been in default of their obligations as a reporting issuer (or equivalent) in any jurisdiction in which it is or has been a reporting issuer (or equivalent)? Include any details of cease trade orders against the issuer, any predecessor the manager or insiders.

Part 4

BANKING INFORMATION

Please provide banking details.

Bank Name:

Transit number (five digits):

Account number (Proof of Account Required):

Account Manager (Please Print):

Telephone Number:

Fax Number:

I certify that the above information is true to the best of my knowledge.

Date: _____

this _____ day of _____, _____

Director

Signing Officer

Name

Name

[Print or type names beneath signatures]

Appendix A

FILING REQUIREMENTS

Please supply the following documentation along with the completed application form.

- a) A letter applying to qualify for quotation (Form 1A) requesting qualification for quotation of one or more specific classes of equity securities of the Issuer and indicating the number and class of the Issuer's securities issued and outstanding and, if convertible or exchangeable securities are issued and outstanding, the number and type of securities reserved for issuance.
- b) Quotation Statement (Form 2A) (including Financial statements and all other documents required).
- c) Two original executed copies of the Quotation Summary (Form 2B) dated within three business days of the date they are submitted to CNQ.
- d) A duly executed Personal Information Form (Form 3) from each director, senior officer, promoter and insider of the Issuer; if any of these persons is not an individual, a PIF a from each director, senior office and each person who beneficially, directly or indirectly owns, controls or exercises direction over 20% or more of the voting rights of such non-individual.
- e) A duly executed Quotation Agreement (Form 4).
- f) Two duly executed Escrow Agreements.
- g) An opinion of Counsel described in Policy 2 – 2.3 (e).
- h) Current Insider reports form each director, senior officer, promoter and other insiders of the Issuer, as filed with the Commission.
- i) Certificate of no default from the Ontario Securities Commission.
- j) Certified copies of all charter documents, including, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, or equivalent documents.
- k) A letter from the trust company which acts as transfer in the City of Toronto stating that it has been duly appointed as transfer agent for the Issuer and is in a position to make transfers and make prompt delivery of share certificates.
- l) An unqualified letter from the Canadian Depository for securities Limited (CDS) confirming the CUSIP number(s) assigned to the shares.
- m) One copy of each of the annual reports for the past three years. If the applicant was formed as a result of an amalgamation, one copy of the annual reports for each of the amalgamated companies for the past three years.

***Filing Requirements
Continue***

- n) One copy of each of the preliminary and final receipts (if applicable) issued by the Ontario securities Commission in respect of the preliminary and final prospectus, as they become available.
- o) A void cheque for automatic withdrawal of monthly maintenance fee.
- p) A cheque representing the application fee.

FORM 2A

QUOTATION STATEMENT

This Quotation Statement must be used for all initial applications for quotation and for Issuers resulting from a fundamental change. CNQ requires prospectus level disclosure in the Quotation Statement and can require that the Issuer include additional disclosure.

General Instructions

- (a) Please prepare this Quotation Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the applicant Issuer and any of its subsidiaries.
- (c) “Material” where used in relation to a fact or change, means a fact or change that could reasonably be expected to have a significant effect on the market value of the shares of the Issuer, unless otherwise defined.
- (d) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation.
- (e) For Issuers that are re-qualifying for quotation following a fundamental change, provide historic and current details on
 - (i) the Issuer
 - (ii) all other companies or businesses that are involved in the transaction (the “target”); and
 - (iii) the entity that will result from the fundamental transaction (the “New Issuer”).

Information concerning the Issuer that was contained in the most recent Quotation Statement may be incorporated by reference, but this statement must indicate if any of the information in the prior statement has changed (e.g. describing a business that will no longer be undertaken by the New Issuer). Information concerning assets or lines of business of the target that will not be part of the New Issuer's business should not be included.

- (f) This quotation statement provides prospectus-level disclosure. It will be amended from time to time to reflect any changes to the prospectus disclosure requirements. If changed, the new form is to be used for the next quotation

statement the Issuer is required to file. The Issuer does not have to amend a quotation statement currently on file to reflect any new disclosure requirements.

1. Table of Contents

1.1 Include a table of contents with the following headings:

1. Table of Contents
2. Corporate Structure
3. General Development of the Business
4. Narrative Description of the Business
5. Selected Consolidated Financial Information
6. Management's Discussion and Analysis
7. Market for Securities
8. Consolidated Capitalization
9. Options to Purchase Securities
10. Prior Sales
11. Escrowed Securities
12. Principal Shareholders
13. Directors and Officers
14. Capitalization
15. Executive Compensation
16. Indebtedness of Directors and Executive Officers
17. Risk Factors
18. Promoters
19. Legal Proceedings
20. Interest of Management and Others in Material Transactions
21. Auditors, Transfer Agents and Registrars
22. Material Contracts
23. Other Material Facts
24. Financial Statements

2. Corporate Structure

- 2.1 State the full corporate name of the Issuer or, if the Issuer is an unincorporated entity, the full name under which the entity exists and carries on business and the address(es) of the Issuer's head and registered office.
- 2.2 State the statute under which the Issuer is incorporated or continued or organized or, if the Issuer is an unincorporated entity, the laws of the jurisdiction or foreign jurisdiction under which the Issuer is established and exists. If material, state whether the articles or other constating or establishing documents of the Issuer have been amended and describe the substance of the material amendments.
- 2.3 Describe, by way of a diagram or otherwise, the intercorporate relationships among the Issuer and the Issuer's subsidiaries. For each subsidiary state
- (a) the percentage of votes attaching to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised, by the Issuer;
 - (b) the place of incorporation or continuance; and
 - (c) the percentage of each class of restricted shares beneficially owned, or over which control or direction is exercised, by the Issuer.

Instruction: A particular subsidiary may be omitted if

- (a) the total assets of the subsidiary do not constitute more than 10 per cent of the consolidated assets of the Issuer at the most recent financial year end;
- (b) the sales and operating revenues of the subsidiary do not exceed 10 per cent of the consolidated sales and operating revenues of the Issuer at the most recent financial year end; and
- (c) the conditions in paragraphs (a) and (b) would be satisfied if
 - (i) the subsidiaries that may be omitted under paragraphs (a) and (b) were considered in the aggregate, and
 - (ii) the reference to 10 per cent in those paragraphs was changed to 20 per cent.

- 2.4 Non-corporate Issuers and Issuers incorporated outside of Canada must describe how their governing legislation or constating documents differ materially from Canadian corporate legislation with respect to the corporate governance principles set out in Policy 4.

3. General Development of the Business

- 3.1 Describe the general development of the Issuer's business over its three most recently completed financial years and any subsequent period. Include only

major events or conditions that have influenced the general development of the Issuer's business. If the business consists of the production or distribution of more than one product or the rendering of more than one kind of service, describe the principal products or services. Also discuss changes in the business of the Issuer that are expected to occur during the current financial year of the Issuer.

Instruction: Include the business of subsidiaries only insofar as is necessary to explain the character and development of the business conducted by the combined enterprise.

3.2 Disclose:

- (1)
 - (a) any significant acquisition completed by the Issuer or any significant probable acquisition proposed by the Issuer, for which financial statements would be required under Part 6 or 7 of OSC Rule 41-501 if this Quotation Statement were a prospectus; and
 - (b) any significant disposition completed by the Issuer during the most recently completed financial year or the current financial year for which *pro forma* financial statements would be required under Part 8 of OSC Rule 41-501 if this Quotation Statement were a prospectus.
- (2) Under paragraph (1) include particulars of
 - (a) the nature of the assets acquired or disposed of or to be acquired or disposed of;
 - (b) the actual or proposed date of each significant acquisition or significant disposition;
 - (c) the consideration, both monetary and non-monetary paid, or to be paid, to or by the Issuer;
 - (d) any material obligations that must be complied with to keep any significant acquisition or significant disposition agreement in good standing;
 - (e) the effect of the significant acquisition or significant disposition on the operating results and financial position of the Issuer;
 - (f) any valuation opinion obtained within the last 12 months required under Canadian securities legislation or Canadian securities directives of a Canadian securities regulatory authority or a requirement of a Canadian stock exchange or other Canadian market to support the value of the consideration received or paid by the Issuer or any of its subsidiaries for the assets, including the name of

the author, the date of the opinion, the assets to which the opinion relates and the value attributed to the assets; and

- (g) whether the transaction is with a Related Party of the Issuer and if so, disclose the identity of the other parties and the relationship of the other parties to the Issuer.

3.3 Discuss any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations, providing forward-looking information based on the Issuer's expectations as of the date of the Quotation Statement.

Instruction: Issuers are encouraged, but not required, to supply other forward-looking information. Optional forward-looking disclosure involves anticipating a future trend or event or anticipating a less predictable effect of a known event, trend or uncertainty. This other forward-looking information is to be distinguished from presently known information that is reasonably expected to have a material effect on future operating results, such as known future increases in costs of labour or materials, which information is required to be disclosed.

4 Narrative Description of the Business

4.1 General

- (1) Describe the business of the Issuer with reference to the reportable operating segments as defined in the Handbook and the Issuer's business in general. Include the following for each reportable operating segment of the Issuer:
 - (a) For principal products or services,
 - (i) the methods of their distribution and their principal markets;
 - (ii) as dollar amounts or as percentages, for each of the two most recently completed financial years, the revenues for each category of principal products or services that accounted for 15 per cent or more of total consolidated revenues for the applicable financial year derived from
 - (A) sales to customers, other than investees, outside the consolidated entity,
 - (B) sales or transfers to investees; and
 - (C) sales or transfers to controlling shareholders; and

- (iii) if not fully developed, the stage of development of the principal products or services and, if the products are not at the commercial production stage,
 - (A) the timing and stage of research and development programs,
 - (B) the major components of the proposed programs, including an estimate of anticipated costs,
 - (C) whether the Issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and
 - (D) the additional steps required to reach commercial production and an estimate of costs and timing.

(b) Concerning production and sales

- (i) the actual or proposed method of production of products and if the Issuer provides services, the actual or proposed method of providing services;
- (ii) the payment terms, expiration dates and terms of any renewal options of any material leases or mortgages, whether they are in good standing and, if applicable, that the landlord or mortgagee is a Related Person of the Issuer;
- (iii) specialized skill and knowledge requirements and the extent that the skill and knowledge are available to the Issuer;
- (iv) the sources, pricing and availability of raw materials, component parts or finished products;
- (v) the importance, duration and effect on the segment of identifiable intangible properties such as brand names, circulation lists, copyrights, franchises, licences, patents, software, subscription lists and trademarks;
- (vi) the extent to which the business of the segment is cyclical or seasonal;
- (vii) a description of any aspect of the Issuer's business that may be affected in the 12 months following the date of the Quotation

Statement by renegotiation or termination of contracts or sub-contracts and the likely effect;

- (viii) the financial and operational effects of environmental protection requirements on the capital expenditures, earnings and competitive position of the Issuer in the current financial year and the expected effect, on future years;
 - (ix) the number of employees, as at the most recent financial year end or as an average over that year, whichever is more relevant; and
 - (x) any risks associated with foreign operations of the Issuer and any dependence of the segments upon the foreign operations.
- (c) The competitive conditions in the principal markets and geographic areas in which the Issuer operates, including, if reasonably possible, an assessment of the Issuer's competitive position.
- (d) With respect to lending operations of an Issuer's business, the investment policies and lending and investment restrictions.
- (2) Disclose the nature and results of any bankruptcy, or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Issuer or any of its subsidiaries, within the three most recently completed financial years or the current financial year.
- (3) Disclose the nature and results of any material reorganization of the Issuer or any of its subsidiaries within the three most recently completed financial years or the current financial year.

Instructions:

- (1) The Issuer's stated business objectives must not include any prospective financial information with respect to sales, whether expressed in terms of dollars or units, unless the information is derived from a financial forecast or financial projection prepared in accordance with National Policy Statement No. 48 or any successor instrument and is included in the Quotation Statement.
- (2) Where sales performance is considered to be an important objective, it must be stated in general terms. For example, the Issuer may state that it anticipates generating sufficient cash flow from sales to pay its operating cost for a specified period.

4.2 For Issuers with asset-backed securities outstanding that were distributed under a prospectus, disclose

- (a) a description of any events, covenants, standards or preconditions that may reasonably be expected to affect the timing or amount of any payments or distributions to be made under the asset-backed securities;
- (b) for the three most recently completed financial years of the Issuer or the lesser period commencing on the first date on which the Issuer had asset-backed securities outstanding, information on the underlying pool of financial assets relating to
 - (i) the composition of the pool as of the end of each financial year or partial period,
 - (ii) income and losses from the pool, on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of financial assets,
 - (iii) the payment, prepayment and collection experience of the pool on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of financial assets,
 - (iv) servicing and administrative fees, and
 - (v) any significant variances experienced in the matters referred to in clauses (i), (ii), (iii) and (iv);
- (c) if any of the information disclosed under paragraph (b) has been audited, the existence and results of the audit;
- (d) the investment parameters applicable to investments of any cash flow surpluses;
- (e) the amount of payments made during the three most recently completed financial years or the lesser period commencing on the first date on which the Issuer had asset-backed securities outstanding, in respect of principal and interest or capital and yield, each stated separately, on asset-backed securities of the Issuer outstanding;
- (f) the occurrence of any events that have led to, or with the passage of time could lead to, the accelerated payment of principal, interest or capital of asset-backed securities; and

- (g) the identity of any principal obligors for the outstanding asset-backed securities of the Issuer at the end of the most recent financial year or interim period, the percentage of the underlying pool of financial assets represented by obligations of each principal obligor and whether the principal obligor, if any, has filed an Annual Information Form in any jurisdiction or a Form 10-K or Form 20-F in the United States.

Instructions:

- (1) For purposes of this Item, "asset-backed security" means a security that is primarily serviced by the cash flows of a discrete pool of receivables or other financial assets, either fixed or revolving, that by their terms convert into cash within a finite time period, and any rights or other assets designed to assure the servicing or timely distribution of proceeds to security holders.
- (2) For purposes of this item "principal obligor" means, for an asset-backed security, a person or company that is obligated to make payments; has guaranteed payments or has provided alternative credit support for payments on financial assets that represent a third or more of the aggregate amount owing on all of the financial assets underlying the asset-backed security.
- (3) Present the information required under paragraph (b) in a manner that will enable a reader to easily determine whether, and the extent to which, the events, covenants, standards and preconditions referred to in paragraph (a) have occurred, are being satisfied or may be satisfied.
- (4) If the information required under paragraph (b)
 - (i) is not compiled specifically on the underlying pool of financial assets, but is compiled on a larger pool of the same assets from which the securitized assets are randomly selected such that the performance of the larger pool is representative of the performance of the pool of securitized assets; or
 - (ii) in the case of a new Issuer, where the underlying pool of financial assets will be randomly selected from a larger pool of the same assets such that the performance of the larger pool will be representative of the performance of the pool of securitized assets to be created,then an Issuer may comply with paragraph (b) by providing the information required based on the larger pool and disclosing that it has done so.

4.3 For Issuers with a mineral project, disclose the following information for each property material to the Issuer:

(1) Property Description and Location

- (a) The area (in hectares or other appropriate units) and location of the property.
- (b) The nature and extent of the Issuer's title to or interest in the property, including surface rights, obligations that must be met to retain the property and the expiration date of claims, licences and other property tenure rights.

- (c) The terms of any royalties, overrides, back-in rights, payments or other agreements and encumbrances to which the property is subject.
 - (d) All environmental liabilities to which the property is subject.
 - (e) The location of all known mineralized zones, mineral resources, mineral reserves and mine workings, existing tailings ponds, waste deposits and important natural features and improvements.
 - (f) To the extent known, the permits that must be acquired to conduct the work proposed for the property and whether permits have been obtained.
- (2) Accessibility, Climate, Local Resources, Infrastructure and Physiography
- (a) The means of access to the property.
 - (b) The proximity of the property to a population centre and the nature of transport.
 - (c) To the extent relevant to the mining project, the climate and length of the operating season.
 - (d) The sufficiency of surface rights for mining operations, the availability and sources of power, water, mining personnel, potential tailings storage areas, potential waste disposal areas, heap leach pads areas and potential processing plant sites.
 - (e) The topography, elevation and vegetation.
- (3) History
- (a) The prior ownership of the property and ownership changes and the type, amount, quantity and results of the exploration work undertaken by previous owners, and any previous production on the property, to the extent known.
 - (b) If a property was acquired within the three most recently completed financial years of the Issuer or during its current financial year from, or is intended to be acquired by the Issuer from, an insider or promoter of the Issuer or an associate or affiliate of an insider or promoter, the name and address of the vendor, the relationship of the

vendor to the Issuer, and the consideration paid or intended to be paid to the vendor.

- (c) To the extent known, the name of every person or company that has received or is expected to receive a greater than five per cent interest in the consideration received or to be received by the vendor referred to in subparagraph (b).
- (4) Geology — The regional, local and property geology.
- (5) Exploration Information — The nature and extent of all exploration work conducted by, or on behalf of, the Issuer on the property, including
 - (a) the results of all surveys and investigations and the procedures and parameters relating to surveys and investigations;
 - (b) an interpretation of the exploration information;
 - (c) whether the surveys and investigations have been carried out by the Issuer or a contractor and if by a contractor, identifying the contractor; and
 - (d) a discussion of the reliability or uncertainty of the data obtained in the program.
- (6) Mineralization — The mineralization encountered on the property, the surrounding rock types and relevant geological controls, detailing length, width, depth and continuity together with a description of the type, character and distribution of the mineralization.
- (7) Drilling — The type and extent of drilling including the procedures followed and an interpretation of all results.
- (8) Sampling and Analysis — The sampling and assaying including
 - (a) a description of sampling methods and the location, number, type, nature, spacing and density of samples collected;
 - (b) identification of any drilling, sampling or recovery factors that could materially impact the accuracy or reliability of the results;
 - (c) a discussion of sample quality and whether the samples are representative of any factors that may have resulted in sample biases;

- (d) rock types, geological controls, widths of mineralized zones, cut-off grades and other parameters used to establish the sampling interval; and
 - (e) quality control measures and data verification procedures.
- (9) Security of Samples — The measures taken to ensure the validity and integrity of samples taken.
- (10) Mineral Resources and Mineral Reserves — The mineral resources and mineral reserves, if any, including
- (a) the quantity and grade or quality of each category of mineral resources and mineral reserves;
 - (b) the key assumptions, parameters and methods used to estimate the mineral resources and mineral reserves; and
 - (c) the extent to which the estimate of mineral resources and mineral reserves may be materially affected by metallurgical, environmental, permitting, legal, title, taxation, socio-economic, marketing, political and other relevant issues.
- (11) Mining Operations — For development properties and production properties, the mining method, metallurgical process, production forecast, markets, contracts for sale of products, environmental conditions, taxes, mine life and expected payback period of capital.
- (12) Exploration and Development — A description of the Issuer's current and contemplated exploration or development activities, to the extent they are material.

Instructions:

- (1) Disclosure regarding mineral exploration development or production activities on material properties is required to comply with National Instrument 43-101, including the use of the appropriate terminology to describe mineral reserves and mineral resources.
- (2) Disclosure is required for each property material to the Issuer. Materiality is to be determined in the context of the Issuer's overall business and financial condition, taking into account quantitative and qualitative factors. A property will not generally be considered material to an Issuer if the book value of the property as reflected in the Issuer's most recently filed financial statements or the value of the consideration paid or to be paid (including exploration obligations) is less than 10 per cent of the book value of the total of the Issuer's mineral properties and related plant and equipment.
- (3) The information required under these items is required to be based upon a technical report or other information prepared by or under the supervision of a qualified person, as that term is defined in National Instrument 43-101.

(4) In giving the information required under these items, include the nature of ownership interests, such as fee interests, leasehold interests, royalty interests and any other types and variations of ownership interests.

4.4 Issuers with Oil and Gas Operations — For Issuers with oil and gas operations, disclose the following (in tabular form, if appropriate):

- (a) Drilling Activity — The number of wells the Issuer has drilled or has participated in drilling, the number of these wells that were completed as oil wells and gas wells that are capable of production, each stated separately, and the number of dry holes, expressed in each case as gross and net wells, during each of the two most recently completed financial years of the Issuer.
- (b) Location of Production — The geographical areas of the Issuer's production, the groups of oil and gas properties, the individual oil and gas properties and the plants, facilities and installations that, in each case, are owned or leased by the Issuer and are material to the Issuer's operations or exploratory activities.
- (c) Location of Wells — The location, stated separately for oil wells and gas wells, by jurisdiction, if in Canada, by state, if in the United States, and by country otherwise, of producing wells and wells capable of producing, in which the Issuer has an interest and which are material, with the interest expressed in terms of gross and net wells.
- (d) Interest in Material Properties — For interests in material properties to which no proved reserves have been attributed, the gross acreage in which the Issuer has an interest and the net interest of the Issuer, and the location of acreage by geographical area.
- (e) Reserve Estimates — To the extent material, estimated reserve volumes and discounted cash flow from such reserves, stated separately by country and by categories and types that conform to the classifications, definitions and disclosure requirements of National Policy Statement No. 2-B Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators or any successor instrument, on both a gross and net basis as at the most recent financial year end, including information on royalties.
- (f) Source of Reserve Estimates — The source of the reserve estimates and whether the reserve estimates have been prepared by the Issuer or by independent engineers or other qualified independent persons and any other information relating to reserve estimates required to be disclosed in a prospectus by any successor instrument to National Policy Statement No. 2-B.

- (g) Reconciliation of Reserves — A reconciliation of the reserve volumes by categories and types that conform to the classifications, definitions and disclosure requirements of National Policy Statement No. 2-B or any successor instrument, as at the financial year end immediately preceding the most recently completed financial year to the reserve volume information furnished under paragraph 5, with the effects of production, acquisitions, dispositions, discoveries and revision of estimates shown separately, if material.
- (h) History — For each quarter of the most recently completed financial year of the Issuer, with comparative data for the same periods in the preceding financial year,
 - (i) the average daily production volume, before deduction of royalties, of
 - (A) conventional crude oil,
 - (B) natural gas liquids, and
 - (C) natural gas;
 - (ii) the following on a per barrel basis for conventional crude oil and natural gas liquids and on a per thousand cubic feet basis for natural gas
 - (A) the average net product prices received,
 - (B) royalties,
 - (C) operating expenses, specifying the particular items included, and
 - (D) netback received;
 - (iii) the average net product price received for the following, if the Issuer's production of the following is material to the Issuer's overall production,
 - (A) light and medium conventional crude oil,
 - (B) heavy conventional crude oil, and
 - (C) synthetic crude oil; and

- (iv) the dollar amounts expended on
 - (A) property acquisition,
 - (B) exploration, including drilling, and
 - (C) development, including facilities.
- (i) Future Commitments — A description of the Issuer's future material commitments to buy, sell, exchange or transport oil or gas, stating for each commitment separately
 - (i) the aggregate price;
 - (ii) the price per unit;
 - (iii) the volume to be purchased, sold, exchanged or transported; and
 - (iv) the term of the commitment.
- (j) Exploration and Development — A description of the Issuer's current and contemplated exploration or development activities, to the extent they are material.

Instruction: The information required under this item shall be derived from or supported by information obtained from a report prepared in accordance with the provisions of National Policy No. 2-B or any successor instrument.

5. Selected Consolidated Financial Information

- 5.1 Annual Information — Provide the following financial data for the Issuer in summary form for each of the last three completed financial years and any period subsequent to the most recent financial year end for which financial statements have been prepared, accompanied by a discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:
- (a) Net sales or total revenues.
 - (b) Income from continuing operations, in total and on a per share basis and fully diluted per share basis, calculated in accordance with the Handbook.

- (c) Net income or loss, in total and on a per share and fully diluted per share basis, calculated in accordance with the Handbook.
- (d) Total assets.
- (e) Total long-term financial liabilities as defined in the Handbook.
- (f) Cash dividends declared per share for each class of share.
- (g) Such other information as the Issuer believes would enhance an understanding of and would highlight other trends in financial condition and results of operations.

5.2 Quarterly Information — For each of the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs 1, 2 and 3 of Section 5.1

Instruction:

- (1) For an Issuer that has not been a reporting Issuer for the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs 1, 2 and 3 of Section 5.1 for the period that the Issuer was not a reporting Issuer only if the Issuer has prepared quarterly financial statements for that period.
- (2) If the Issuer is only required to file six month interim financial statements, the information required under paragraph (1) may instead be provided for each of the four most recently completed six month periods ended at the end of the most recently completed financial year for which financial statements have been prepared.

5.3 Dividends

- (a) Describe any restriction that could prevent the Issuer from paying dividends.
- (b) Disclose the Issuer's dividend policy and if a decision has been made to change the dividend policy, disclose the intended change in dividend policy.

5.4 Foreign GAAP — An Issuer may present the selected consolidated financial information required in this section on the basis of foreign GAAP if

- (a) the Issuer's primary financial statements have been prepared using foreign GAAP; and
- (b) if the Issuer is required under applicable securities legislation to have reconciled its financial statements to Canadian GAAP at the time of

filing its financial statements or the Issuer has otherwise done so, a cross reference to the notes to the financial statements containing the reconciliation of the financial statements to Canadian GAAP is included.

6. Management's Discussion and Analysis

Instructions:

- (a) MD&A is supplemental analysis and explanation that accompanies, but does not form part of, an Issuer's financial statements. MD&A provides management with the opportunity to discuss an Issuer's current financial results, position and future prospects. MD&A is intended to give a reader the ability to look at the Issuer through the eyes of management by providing both a historical and prospective analysis of the business of the Issuer. MD&A requires that management discuss the dynamics of the business and analyze the financial statements. Coupled with the financial statements, this information should enable readers to better assess the Issuer's performance, position and future prospects.
- (b) Focus the MD&A on material information about the financial condition of the Issuer, as well as its operations, with particular emphasis on liquidity, capital resources and known material trends, commitments, events, risks or uncertainties that are reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations.
- (c) "Capital Resources" means indebtedness, share capital and any other financial arrangement, whether or not it is reflected on the balance sheet of an Issuer, that can reasonably be considered to provide financial resources to the Issuer.
- (d) Issuers are not required to disclose information described in this section if the information is not material. Materiality is a matter of judgment in particular circumstances and should generally be determined in relation to an item's significance to investors, analysts and other users of the information. An item of information, or an aggregate of items, is considered material if it is probable that its omission or misstatement would influence or change an investment decision with respect to the Issuer's securities. In determining whether information is material, take into account both quantitative and qualitative factors. This concept of materiality is consistent with the financial reporting notion of materiality in the Handbook.
- (e) If information required by this section is disclosed in a note to an Issuer's financial statements, the Issuer may comply with the disclosure requirement by providing a cross-reference to the note in which the information appears.
- (f) Focus the MD&A on the primary financial statements, even if the primary financial statements have been prepared using foreign GAAP.
- (g) The nature of the disclosure required under this section is intentionally general. This section contains a minimum of specific instructions in order to allow, as well as encourage, Issuers to discuss their businesses in the most appropriate manner and to tailor their comments to their individual circumstances. Issuers should avoid boilerplate.

Contents of MD&A

General

6.1 Provide an analysis of the Issuer's financial condition, cash flows and results of operations in the most recently completed financial year, including a comparison against the previously completed financial year. Provide all information necessary to understand the analysis and comparison. Include:

- (a) an analysis and comparison over a period longer than two financial years if necessary to describe a trend;
- (b) an analysis and comparison on the basis of each reportable operating segment or other part of the business, as well as on the Issuer as a whole, if necessary to understand the analysis and comparison;

Instruction: In making the determination whether an analysis and comparison on the basis of a reportable operating segment or other part of the business is required, give consideration to whether any part of the business has a disproportionate effect on revenues, profitability or cash needs; whether there are any legal or other restrictions on the free flow of funds from one part of the Issuer's business to another; and whether known trends, demands, commitments, events or uncertainties within a part of the business are reasonably likely to have a material effect on the business as a whole.

- (c) factors internal to the Issuer as well as external economic and industry factors affecting the Issuer;
- (d) an explanation of why changes have or have not occurred in the financial condition and results of operations of the Issuer;

Instruction: In providing an explanation of causes affecting more than one item, an overall analysis is sufficient.

- (e) the effect of discontinued operations;
- (f) major changes in the direction of the business.

Instruction: Issuers need only include information that is reasonably available to the Issuer and that does not clearly appear in the Issuer's financial statements. Numerical data included in, or readily calculable from, the financial statements need not be repeated in the analysis and comparison. For example, if it is clear from the comparative financial statements what the amount of increase or decrease in revenues or the respective percentage change would be from the prior year, it is not necessary to include this information in the discussion since it is

readily calculable. Nonetheless, showing these increases and decreases immediately before the discussion is nonetheless often useful to readers.

6.2 Describe and quantify any event or items that have had a material impact on the Issuer's financial condition, cash flows or results of operations during the Issuer's fourth quarter of its most recently completed financial year, including extraordinary or infrequently occurring items, year-end and other adjustments and disposals of business segments.

Instruction: Infrequently occurring items are those which do not have all of the characteristics of extraordinary items, as that term is defined by the Handbook, but result from transactions or events that are not expected to occur frequently over several years or are not typical of the Issuer's normal business activities.

6.3 Disclose information on risks and uncertainties facing the Issuer necessary to understand the Issuer's financial condition, changes in financial condition and results of operations.

6.4 Provide an analysis of the risks, events and uncertainties that could cause reported financial information to not necessarily be indicative of future operating results or of future financial position. Include both qualitative and quantitative descriptions of factors that:

- (a) could have an effect on future operations or financial position and have not had an effect in the past; and
- (b) have had an effect on reported operations or financial position, and are not expected to have an effect in the future.

6.5 Describe any changes in the accounting policies of the Issuer adopted subsequent to its most recent financial year end or any changes in its accounting policies that are expected to be adopted by the Issuer, including those resulting from a change in an accounting standard, or the issuance of a new accounting standard, that does not require adoption until some future date. Disclose the estimated effect on the financial statements of the implementation of any changes in the accounting policies described.

6.6 If not already disclosed in the Issuer's financial statements, provide:

- (a) a discussion of the nature and extent of the Issuer's use of financial instruments and the business purposes that they serve;

Instruction: The discussion should be designed to enhance a reader's understanding of the significance of recognized and unrecognized financial instruments on the Issuer's financial

position, results and cash flows. The information should also be designed to assist a reader in assessing the amounts, timing, and certainty of future cash flows associated with those instruments.

- (b) an analysis of the risks associated with the Issuer's financial instruments;
- (c) an analysis of management's policies for controlling the risks associated with the Issuer's financial instruments, including an analysis of, if applicable, the Issuer's policies for the hedging of risk exposures, the avoidance of undue concentrations of risk and any requirements for collateral to mitigate credit risks, and, if the Issuer has no policies for controlling the risks associated with the Issuer's financial instruments, a statement indicating that the Issuer does not have any such policies;

Instruction: If the Issuer is exposed to significant price, credit or liquidity risks, consideration should be given to providing a sensitivity analysis or tabular information that assists readers in assessing the degree of exposure. For example, an analysis of the effect of a hypothetical change in the prevailing level of interest or currency rates on the fair value of financial instruments and future earnings and cash flows may be useful in describing the Issuer's exposure to price risk.

- (d) a discussion of the relationships between financial instruments and the components of individual financial instruments that may affect the amount, timing or certainty of cash flows;

Instruction: For example, a discussion of the existence and terms of master netting agreements and the relationship between liability and equity components of convertible debt instruments would be appropriate.

- (e) disclosure of significant accounting policies for financial instruments, including a description of how each class of financial instrument is reported in the financial statements, the policies for recognition and measurement of financial instruments, and the financial statement classification of gains and losses; and
 - (f) significant assumptions made in determining the fair value of financial instruments, the total amount of the change in fair value of financial instruments recognized in income for the period, and the total amount of deferred or unrecognized gains and losses on financial instruments.
- 6.7 If a decision to proceed with a transaction has been made by an Issuer's board of directors, or by senior management with the expectation of concurrence from the board of directors, and the transaction involves a business acquisition or disposition, or an asset acquisition or disposition, discuss the transaction and its

anticipated effect as part of MD&A. Disclosure is not required if the Issuer has made a confidential filing under the continuous disclosure provisions of securities legislation.

Liquidity and Capital Resources

6.8 With respect to the Issuer's liquidity,

- (a) discuss the ability of the Issuer to generate adequate amounts of cash and cash equivalents, in the short term and the long term, when needed and to maintain capacity to provide for planned growth;
- (b) identify any known trends or expected fluctuations in the Issuer's liquidity, taking into account known demands, commitments, events or uncertainties; if a deficiency is identified, indicate the course of action that has been taken or is proposed to be taken to remedy the deficiency;
- (c) describe those balance sheet conditions or income or cash flow items that the Issuer believes may be indicators of its liquidity;
- (d) describe generally the requirements relating to working capital items;

Instruction: Examples of the disclosure required under this paragraph include situations where significant quantities of inventory are required to be carried to meet rapid delivery requirements of customers or where extended payment terms have been provided to customers or furnished by suppliers.

- (e) disclose the nature and extent of legal or practical restrictions on the ability of subsidiaries to transfer funds to the Issuer and the effect that these restrictions have had or are expected to have on the ability of the Issuer to meet its obligations; and
- (f) if the Issuer is in arrears in the payment of dividends, interest or principal payment on borrowings, disclose this fact and provide details; if the Issuer is in default on any debt covenants or was in default during the most recently completed financial year, disclose information concerning the default and the method or anticipated method of curing the default; if the Issuer is unable to make required redemptions or retractions or sinking fund payments, disclose this information and provide details, and if the Issuer anticipates being, in the current financial year, in any of the circumstances described in this paragraph, disclose this information and provide details.

6.9 With respect to the Issuer's capital resources,

- (a) describe and quantify commitments for capital expenditures as of the end of the most recently completed financial year, indicate the general purpose of these commitments and the anticipated source of funds needed to fulfil these commitments, and quantify expenditures that are necessary but not yet committed to meet plans discussed under MD&A or elsewhere in the Quotation Statement;
- (b) describe any known trends, favourable or unfavourable, in the Issuer's capital resources, indicating any expected changes in the mix and relative cost of these resources; and
- (c) briefly discuss sources of financing that have been arranged but not yet utilized.

Instruction: Discussions of liquidity and capital resources may be combined if this facilitates the discussion.

Results of Operations

- 6.10 Describe any unusual or infrequent events or transactions and any significant economic changes that in each case materially affect income or loss from continuing operations and the extent to which income or loss from continuing operations is affected. Also disclose any other significant components of revenue or expense necessary to understand the results of operations.
- 6.11 Describe any known trends or uncertainties that have had or that the Issuer reasonably expects will have a favourable or unfavourable effect on net sales or revenues or income or loss from continuing operations. If the Issuer knows of factors that are expected to cause a change in the relationship between costs and revenues, disclose the expected change in the relationship and the cause.

Instruction: Examples of such events include known future changes in costs of labour or materials or price changes or inventory adjustments.

- 6.12 Provide a discussion of the extent to which any changes in net sales or revenues are attributable to changes in selling prices, to changes in the volume or quantity of goods or services being sold, or to the introduction of new products or services.
- 6.13 Discuss briefly any effect of inflation and specific price changes on the Issuer's net sales and revenues and on income or loss from continuing operations. For purposes of the discussion, no specific numerical financial data need be presented

6.14 If the Issuer's business is still in the development stage, include in the analysis of the Issuer's results of operation a discussion of the Issuer's material expenditures.

7. Market for Securities

7.1 Identify the exchange(s) and quotation system(s) on which the Issuer's securities are listed and posted for trading or quoted.

8. Consolidated Capitalization

8.1 Describe any material change in, and the effect of the material change on, the share and loan capital of the Issuer, on a consolidated basis, since the date of the comparative financial statements for the Issuer's most recently completed financial year contained in the Quotation Statement.

9. Options to Purchase Securities

9.1 State, in tabular form, as at a specified date not more than 30 days before the date of the Quotation Statement, information as to options to purchase securities of the Issuer or a subsidiary of the Issuer that are held by

- (a) all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;
- (b) all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, in each case, without naming them and excluding individuals referred to in paragraph (a), indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies;
- (c) all other employees and past employees of the Issuer as a group, without naming them;
- (d) all other employees and past employees of subsidiaries of the Issuer as a group, without naming them;
- (e) all consultants of the Issuer as a group, without naming them; and
- (f) any other person or company, including the underwriter, naming each person or company.

Instruction:

- (1) Describe the options, stating the material provisions of each class or type of option, including:
 - (a) the designation and number of the securities under option;
 - (b) the purchase price of the securities under option or the formula by which the purchase price will be determined, and the expiration dates of the options;
 - (c) if reasonably ascertainable, the market value of the securities under option on the date of grant;
 - (d) if reasonably ascertainable, the market value of the securities under option on the specified date; and
 - (e) with respect to options referred to in paragraph (f) of Item 9.1, the particulars of the grant including the consideration for the grant.
- (2) For the purposes of item (f) of Item 9.1, provide the information required for all options except warrants and special warrants.

10. Prior Sales

- 10.1 State the prices at which securities of the same class as the securities to be quoted have been sold within the 12 months before the date of the Quotation Statement, or are to be sold, by the Issuer or selling security holder and the number of securities of the class sold or to be sold at each price.

Instruction: In the case of sales by a selling security holder, the information required under Item 10.1 may be given in the form of price ranges for each calendar month.

10.2 Stock Exchange Price

- (1) If shares of the same class as the shares to be quoted are listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the Canadian stock exchange or market on which the greatest volume of trading generally occurs.
- (2) If shares of the same class as the shares to be quoted are not listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the foreign stock exchange or market on which the greatest volume of trading generally occurs.
- (3) Information is to be provided on a monthly basis for each month or, if applicable, part month, of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

11. Escrowed Securities

- 11.1 State as of a specified date within 30 days before the date of the Quotation Statement, in substantially the following tabular form, the number of securities

of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow.

ESCROWED SECURITIES

Designation of class held in escrow	Number of securities held in escrow	Percentage of class

12. Principal Shareholders

12.1 (1) Provide the following information for each principal shareholder of the Issuer as of a specified date not more than 30 days before the date of the Quotation Statement:

- (a) Name.
- (b) The number or amount of securities owned of the class to be quoted
- (c) Whether the securities referred to in subsection 12(1)(b) are owned both of record and beneficially, of record only, or beneficially only.
- (d) The percentages of each class of securities known by the Issuer to be owned.

(2) If, to the knowledge of the Issuer or the underwriter of the securities being distributed, more than 10 per cent of any class of voting securities of the Issuer is held, or is to be held, subject to any voting trust or other similar agreement, disclose, to the extent known, the designation of the securities, the number or amount of the securities held or to be held subject to the agreement and the duration of the agreement. State the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

(3) If, to the knowledge of the Issuer or the underwriter of the securities being distributed, any principal shareholder or selling security holder is an associate or affiliate of another person or company named as a principal shareholder, disclose, to the extent known, the material facts of the relationship, including any basis for influence over the Issuer held by the

person or company other than the holding of voting securities of the Issuer.

- (4) In addition to the above, include in a footnote to the table, the required calculation(s) on a fully-diluted basis.

Instruction: If a company, partnership, trust or other unincorporated entity is a principal shareholder of an Issuer, disclose, to the extent known, the name of each individual who, through ownership of or control or direction over the securities of the company or membership in the partnership, as the case may be, is a principal shareholder of the company or partnership.

13 Directors and Officers

- 13.1 List the name and municipality of residence of each director and executive officer of the Issuer and indicate their respective positions and offices held with the Issuer and their respective principal occupations within the five preceding years.

Instruction: If, during the period, a director or officer has held more than one position with the Issuer or the Issuer's controlling shareholder or a subsidiary of the Issuer, state only the current position held.

- 13.2 State the period or periods during which each director has served as a director and when his or her term of office will expire.
- 13.3 State the number and percentage of securities of each class of voting securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised by all directors and executive officers of the Issuer as a group.

Instruction: Securities of subsidiaries that are beneficially owned, directly or indirectly, or over which control or direction is exercised by directors or executive officers through ownership or control or direction over securities of the Issuer do not need to be included.

- 13.4 Disclose the board committees of the Issuer and identify the members of each committee.
- 13.5 If the principal occupation of a director or officer of the Issuer is acting as an officer of a person or company other than the Issuer, disclose the fact and state the principal business of the person or company.
- 13.6 If a director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Quotation Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity,

- (a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect; or
 - (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.
- 13.7 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has
 - (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
 - (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
- 13.8 If a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Quotation Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.
- 13.9 Disclose particulars of existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer or a subsidiary of the Issuer.
- 13.10 Management — In addition to the above provide the following information for each member of management:
 - (a) state the individual's name, age, position and responsibilities with the Issuer and relevant educational background,

- (b) state whether the individual works full time for the Issuer or what proportion of the individual's time will be devoted to the Issuer,
- (c) state whether the individual is an employee or independent contractor of the Issuer,
- (d) state the individual's principal occupations or employment during the five years prior to the date of the Quotation Statement, disclosing with respect to each organization as of the time such occupation or employment was carried on:
 - (i) its name and principal business;
 - (ii) if applicable, that the organization was an affiliate of the Issuer;
 - (iii) positions held by the individual; and
 - (iv) whether it is still carrying on business, if known to the individual;
- (e) describe the individual's experience in the Issuer's industry; and
- (f) state whether the individual has entered into a non-competition or non-disclosure agreement with the Issuer.

Instruction:

- (1) For purposes of this Item "management" means all directors, officers, employees and contractors whose expertise is critical to the Issuer, its subsidiaries and proposed subsidiaries in providing the Issuer with a reasonable opportunity to achieve its stated business objectives.
- (2) The description of the principal occupation of a member of management must be specific. The terms "businessman" or "entrepreneur" are not sufficiently specific.

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be quoted:

Issued Capital

	<u>Number of Securities (non-diluted)</u>	<u>Number of Securities (fully-diluted)</u>	<u>% Issued (non-diluted)</u>	<u>of % of Issued (fully diluted)</u>
<u>Public Float</u>				
Total outstanding (A)				
Held by Related Persons or				

employees of the Applicant, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Applicant (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Applicant upon exercise or conversion of other securities held) (B)

Total Public Float (A-B)

Tradable Float

Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)

Total Tradeable Float (A-C)

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	_____	_____
	=====	=====

Public Securityholders (Beneficial)

Instruction: Include registered holders (other than intermediaries) and beneficial owners where the Issuer has been given written confirmation of shareholdings. If an intermediary or intermediaries will not provide details of beneficial holders, give the intermediary(ies) aggregate position in the last line.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	_____	_____
Unable to confirm	=====	=====

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	_____	_____
	=====	=====

14.2 Provide the following details for any securities convertible or exchangeable into any class of quoted securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of quoted securities issuable upon conversion / exercise

14.3 Provide details of any quoted securities reserved for issuance that are not included in section 14.2.

15. Executive Compensation

15.1 Attach a Statement of Executive Compensation from Form 40 of Regulation 1015 of the Revised Regulations of Ontario, 1990 or any successor instrument and describe any intention to make any material changes to that compensation.

15.2 Exception — Despite Item 15.1, the disclosure required under Items V, VIII, IX and X of Form 40 may be omitted.

16. Indebtedness of Directors and Executive Officers

16.1 (1) Disclose in substantially the following tabular form all indebtedness (other than routine indebtedness), and the other details prescribed in paragraph (2), for each individual who is, or at any time during the most recently completed financial year of the Issuer was, a director or executive officer of the Issuer, and each associate of such an individual,

- (a) who is indebted to the Issuer or a subsidiary of the Issuer; or
- (b) whose indebtedness to another entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or a subsidiary of the Issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Name and Principal Position (a)	Involvement of Issuer or Subsidiary (b)	Largest Amount Outstanding During [Last Completed Financial Year] (\$) (c)	Amount Outstanding as at [current date] (\$) (d)	Financially Assisted Securities Purchases During [Last Completed Financial Year] (#) (e)	Security for Indebtedness (f)

16.2 Include the following in the table required under paragraph 16.1:

- (a) The name of the borrower (column (a)).
- (b) If the borrower is a director or executive officer, the principal position of the borrower; if the borrower was, during the year, but no longer is a

director or executive officer, include a statement to that effect; if the borrower is included as an associate of a director or executive officer, describe briefly the relationship of the borrower to any individual who is or, during the year, was a director or executive officer, name that individual and provide the information that would be required under this subparagraph for that individual if he or she was the borrower (column (a)).

- (c) Whether the Issuer or a subsidiary of the Issuer is the lender or the provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding (column (b)).
- (d) The largest aggregate amount of the indebtedness outstanding at any time during the last completed financial year (column (c)).
- (e) The aggregate amount of the indebtedness outstanding as at a specified date not more than 30 days before the date of Quotation Statement (column (d)).
- (f) If the indebtedness was incurred to purchase securities of the Issuer or of a subsidiary of the Issuer, separately for each class of securities the aggregate number of securities purchased during the last completed financial year with the financial assistance (column (e)).
- (g) The security, if any, provided to the Issuer, a subsidiary of the Issuer or the other entity for the indebtedness (column (f)).

16.3 Disclose in the introduction to the table required under paragraph (1) the aggregate indebtedness of all officers, directors, employees, and former officers, directors and employees of the Issuer or a subsidiary of the Issuer outstanding as at a specified date not more than 30 days before the date of the Quotation Statement, that is owed to

- (a) the Issuer or a subsidiary of the Issuer; or
- (b) another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries.

16.4 Disclose in a footnote to, or a narrative accompanying, the table required under paragraph (1)

- (a) the material terms of the indebtedness and, if applicable, of each guarantee, support agreement, letter of credit or other similar arrangement or understanding, including the term to maturity, rate of interest and any

understanding, agreement or intention to limit recourse, and the nature of the transaction in which the indebtedness was incurred;

- (b) any material adjustment or amendment made to the terms of the indebtedness and, if applicable, the guarantee, support agreement, letter of credit or similar arrangement or understanding; and
- (c) the class of the securities purchased with financial assistance from the Issuer or held as security for the indebtedness and, if the class of securities is not publicly traded, all material terms of the securities.

Instructions:

- (1) For purposes of this item, the following interpretation applies to the term "routine indebtedness":
 - (a) A loan, whether or not in the ordinary course of business, is considered as routine indebtedness if made on terms, including terms relating to interest rate and security, no more favourable to the borrower than the terms on which loans are made by the Issuer to employees generally unless the amount at any time during the last completed financial year remaining unpaid under the loans to any one director or executive officer together with his or her associates exceeds \$25,000, in which case the indebtedness is not routine.
 - (b) A loan made by an Issuer to a director or executive officer, whether or not the Issuer makes loans in the ordinary course of business, is routine indebtedness if
 - (i) the borrower is a full-time employee of the Issuer or a subsidiary of the Issuer;
 - (ii) the loan is fully secured against the residence of the borrower; and
 - (iii) the amount of the loan does not exceed the annual aggregate salary of the borrower from the Issuer and its subsidiaries.
 - (c) If the Issuer makes loans in the ordinary course of business, a loan to a person or company other than a full-time employee of the Issuer or of a subsidiary of the Issuer is routine indebtedness, if the loan
 - (i) is made on substantially the same terms, including terms relating to interest rate and security, as are available when a loan is made to other customers of the Issuer with comparable credit ratings; and
 - (ii) involves no greater than usual risks of collectibility.
 - (d) Indebtedness for purchases made on usual trade terms, for ordinary travel or expense advances or for loans or advances made for similar purposes is routine indebtedness if the repayment arrangements are in accordance with usual commercial practice.
- (2) For purposes of this item, "support agreement" includes an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower.
- (3) No disclosure need be made under this item of indebtedness that has been entirely repaid on or before the date of the Quotation Statement.

17 Risk Factors

- 17.1 Describe the risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the Issuer, such as cash flow and liquidity

problems, if any, experience of management, the general risks inherent in the business carried on by the Issuer, environmental and health risks, reliance on key personnel, the arbitrary establishment of the offering price, regulatory constraints, economic or political conditions and financial history and any other matter that in the opinion of the Issuer would be most likely to influence the investor's decision to purchase, hold or sell the Issuer's securities. Risks should be disclosed in the order of their seriousness in the opinion of the Issuer.

18. Promoters

Instruction: In this Part, "promoter" includes any person performing Investor Relations Activities (as defined in the CNQ Policies) for the Issuer.

- 18.1 For a person or company that is, or has been within the two years immediately preceding the date of the Quotation Statement, a promoter of the Issuer or of a subsidiary of the Issuer state
- (a) the person or company's name;
 - (b) the number and percentage of each class of voting securities and equity securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised;
 - (c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter directly or indirectly from the Issuer or from a subsidiary of the Issuer, and the nature and amount of any assets, services or other consideration therefor received or to be received by the Issuer or a subsidiary of the Issuer; and
 - (d) for an asset acquired within the two years before the date of the Quotation Statement or thereafter, or to be acquired, by the Issuer or by a subsidiary of the Issuer from a promoter
 - (i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,
 - (ii) the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the Issuer, the promoter, or an associate or affiliate of the Issuer or of the promoter, and
 - (iii) the date that the asset was acquired by the promoter and the cost of the asset to the promoter.

- 18.2 If a promoter or past promoter referred to in paragraph (1) has been a director, officer or promoter of any person or company during the 10 years ending on the date of Quotation Statement, that
- (a) was the subject of a cease trade or similar order, or an order that denied the person or company access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect; or
 - (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.
- 18.3 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter or past promoter referred to in paragraph (1) has
- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
 - (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

18.4 If a promoter or past promoter referred to in paragraph (1), or a personal holding company of such promoter, has, within the 10 years before the date of the Quotation Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.

19. Legal Proceedings

19.1 Describe any legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and any such proceedings known to the Issuer to be contemplated, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

Instruction: No information need be given with respect to any proceeding that involves primarily a claim for damages if the amount involved, exclusive of interest and costs, does not exceed 10 per cent of the current assets of the Issuer and its subsidiaries on a consolidated basis. However, if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, the amount involved in the other proceedings shall be included in computing the percentage.

20. Interest of Management and Others in Material Transactions

20.1 Describe, and state the approximate amount of, any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Quotation Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

- (a) any director or executive officer of the Issuer.
- (b) a security holder disclosed in the Quotation Statement as a principal shareholder.
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs 1 or 2.

Instruction:

(1) The materiality of an interest is to be determined on the basis of the significance of the information to investors in light of all the circumstances of the particular case. The importance of the interest to the person having the interest, the relationship of the parties to the transaction with each other and the amount involved are among the factors to be considered in determining the significance of the information to investors.

- (2) Give a brief description of the material transaction. Include the name of each person or company whose interest in any transaction is described and the nature of the relationship to the Issuer.
- (3) For any transaction involving the purchase of assets by or sale of assets to the Issuer or a subsidiary of the Issuer, state the cost of the assets to the purchaser, and the cost of the assets to the seller if acquired by the seller within three years before the transaction.
- (4) This item does not apply to any interest arising from the ownership of securities of the Issuer if the security holder receives no extra or special benefit or advantage not shared on an equal basis by all other holders of the same class of securities or all other holders of the same class of securities who are resident in Canada.
- (5) Information must be included as to any material underwriting discounts or commissions upon the sale of securities by the Issuer if any of the specified persons or companies were or are to be an underwriter or are associates, affiliates or partners of a person or company that was or is to be an underwriter.
- (6) No information need be given in answer to this item as to a transaction, or an interest in a transaction, if
 - (a) the rates or charges involved in the transaction are fixed by law or determined by competitive bids;
 - (b) the interest of a specified person or company in the transaction is solely that of a director of another company that is a party to the transaction;
 - (c) the transaction involves services as a bank or other depository of funds, a transfer agent, registrar, trustee under a trust indenture or other similar services; or
 - (d) the transaction does not involve remuneration for services and the interest of the specified person or company arose from the beneficial ownership, direct or indirect, of less than 10 per cent of any class of equity securities of another company that is party to the transaction and the transaction is in the ordinary course of business of the Issuer or its subsidiaries.
- (7) Describe all transactions not excluded above that involve remuneration (including an issuance of securities), directly or indirectly, to any of the specified persons or companies for services in any capacity unless the interest of the person or company arises solely from the beneficial ownership, direct or indirect, of less than 10 per cent of any class of equity securities of another company furnishing the services to the Issuer or its subsidiaries.

21. Auditors, Transfer Agents and Registrars

- 21.1 State the name and address of the auditor of the Issuer.
- 21.2 State the names of the Issuer's transfer agent(s) and registrar(s) and the location (by municipalities) of the register(s) of transfers of that class of shares.

22. Material Contracts

- 22.1 Give particulars of every material contract, other than contracts entered into in the ordinary course of business, that was entered into within the two years before the date of Quotation Statement by the Issuer or a subsidiary of the Issuer.

Instructions:

- (1) The term "material contract" for this purpose means a contract that can reasonably be regarded as material to a proposed investor in the securities being distributed and may in some circumstances include contracts with a person or company providing the Issuer with promotional or investor relations services.
- (2) Set out a complete list of all material contracts, indicating those that are disclosed elsewhere in Quotation Statement and provide particulars about those material contracts for which particulars are not given elsewhere in the Quotation Statement.
- (3) Particulars of contracts should include the dates of, parties to, consideration provided for in, and general nature of, the contracts.

22.2 If applicable, attach a copy of any co-tenancy, unitholders' or limited partnership agreement.

23. Other Material Facts

23.1 Give particulars of any material facts about the Issuer that are not disclosed under the preceding items and are necessary in order for the Quotation Statement to contain full, true and plain disclosure of all material facts relating to the Issuer.

24. Financial Statements

24.1 Provide the following audited financial statement for the Issuer:

- (a) Copies of all financial statements including the auditor's reports required to be prepared and filed with the Commission under Ontario securities law for the preceding three years; and
- (b) a copy of financial statements for any completed interim period of the current fiscal year.

24.2 For Issuers re-qualifying for quotation following a fundamental change provide

- (a) the information required in Items 5.1 to 5.3 for the target;
- (b) financial statement for the target prepared in accordance with the requirements of OSC Rule 41-501;
- (c) pro-forma consolidated financial statements for the New Issuer giving effect to the transaction for:
 - (i) the last full fiscal year of the Issuer and
 - (ii) any completed interim period of the current fiscal year.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, (full legal name of the Issuer), hereby applies for the quotation of the above mentioned securities on CNQ. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. There is no material information concerning (full legal name of the Issuer) that has not been generally disclosed.

Dated at _____

this _____ day of _____, _____.

Director

Director

[print or type names beneath signatures]

This certificate must be signed by two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the following certificate must also be signed by two directors of the target.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. There is no material information concerning (full legal name of the target) that has not been generally disclosed.

Dated at _____

this _____ day of _____, _____.

Director

Director

[print or type names beneath signatures]

FORM 2B

QUOTATION SUMMARY

Issuer Name:			Quotation Statement Date:			
Address:			Brief Description of the Issuer's Business:			
Company Contact:			Securities outstanding			
Phone:			Symbol	Type	Number	CUSIP
Fax:			If the Quotation Statement was required to be filed because an event giving rise to material information has occurred that makes the previous Statement inaccurate or misleading, briefly describe the event:			
E-mail:			Dates of Press Release and Any Public Filings Concerning the Event:			
Jurisdiction of Incorporation:			Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled):			
Website:						
Fiscal Year End:						
Financial Information as at : [Date]			Board of Directors:			
	[Current]	[previous]	Name		Position	
Current Assets	\$	\$				
Current Liabilities	\$	\$				
Working Capital	\$	\$				
Fixed assets	\$	\$				
Shareholders equity	\$	\$				

FORM 3

PERSONAL INFORMATION FORM

General Instructions

1. This Personal Application Form ("Form") is to be completed by
 - (a) every individual who, if the securities of the Applicant Issuer described below are accepted for quotation on CNQ, will at the time of listing be a Related Person of the Applicant Issuer and
 - (b) each director, senior officer and person who directly or indirectly owns, controls or exercises discretion over 20% or more of the outstanding voting shares of any non-individual that will, if the securities of the Applicant Issuer described below are accepted for quotation on CNQ, be a Related Person of the Applicant Issuer..

2. This Form is also to be completed where the securities of the Applicant Company are quoted on CNQ by
 - (a) each individual who has become or proposes to become a Related Person of the CNQ Issuer and
 - (b) each director, senior officer and each person who directly or indirectly owns, controls or exercises discretion over 20% or more of the outstanding voting shares of any non-individual who has become or proposes to become a Related Person of the CNQ Issuer.

3. All items must be completed on the Form. Each Form must be signed (and initialled where necessary) manually and not mechanically or electronically. No facsimiles or copied versions will be accepted. Please type or print using BLOCK letters. *Failure to respond to all questions accurately and completely may delay the processing of the application of the Applicant Issuer and may result in the denial of the application.*

4. All attachments pertaining to any question must be made exhibits to the Form and each one must be so marked. All signatures must be originals. The Commissioner of Oaths before whom the statutory declaration at the end of the form is made, as well as the person completing the Form, must initial all attachments.

Name of Applicant

Original Quotation: <input type="checkbox"/>	Quoted Company: <input type="checkbox"/>
--	--

1. Basic Information
(a) Identification

Surname:	Legal First Name:
Full Middle Name(s):	Check here if no middle name(s): <input type="checkbox"/>
Name(s) by which you are comonly known:	

(b) Personal Information – No Abbreviations

Gender:	Date of Birth:		
<input type="checkbox"/> Male <input type="checkbox"/> Female	Day:	Month:	Year:
Place of birth (<i>City Province/State, Country</i>)			

(c) Current Residential Address – No Abbreviations

Street Address:	City:	Province/State:
Country:	Postal/ZIP:	Res. Telephone Number: ()

(d) Residential History for Past 15 years – No Abbreviations
 (Provide attachments if additional space is necessary)

Street address, City, Province/State, Country, Postal/ZIP	From		To	
	M	Y	M	Y

--	--	--	--	--	--	--	--	--	--

(e) Citizenship – No Abbreviations

Citizenship:
If not a Canadian citizen, please indicate number of years continuous residence in Canada:
If you are a U.S. citizen or hold a U.S. Social Security Number, please provide it here:
If you are a Hong Kong citizen or hold a Hong Kong Identification Number:
If you have a Canadian Social Insurance Number, please provide it here:

(f) Professional Designation(s)

Please list all professional designations which you have and professional associations to which you belong (please include membership numbers where applicable):

(g) — Present or Proposed Position with the Applicant Issuer

Check below as applicable	Provide the Date Elected/ Appointed/ Position Achieved						Title
	M		D		Y		
<input type="checkbox"/> Director							
<input type="checkbox"/> Officer							
<input type="checkbox"/> Other (provide details) (see General Instructions – Pg.1)							

(h) Positions with Other Issuers

Provide the names of any public reporting issuers and any issuer with continuous disclosure obligations in any jurisdiction of which you are now, or during the last 10 years, have been a director, promoter, insider or control person, the positions you held and the periods during which you held those positions. Use an attachment if necessary.

Name of Reporting Issuers	Market	Positions Held with Issuer	From				To			
			M	Y	M	Y				

2. Change of Name or Use of Different Name

Instructions

Have you ever had, used, operated under, or carried on business under any name other than the names mentioned in Question 1a of this form, or have you ever been known under any other name? *(Name changes resulting from marriage, divorce, court order or any other process should be included here, giving appropriate dates.)*

Yes:

No :

Previous Names	From		To	
	Month	Year	Month	Year

Instructions Regarding Questions 3 to 7

Full details are required as attachments in respect of any question to which the answer is yes. These details must include the circumstances, the relevant dates, the names of the parties involved, and the final determination if known. All questions must be answered with YES or NO, unless otherwise specified.

3. Proceedings by Regulators

- (a) Have you personally ever been the subject of a cease trading order issued by any authority regulating trading in securities?

Yes: No:

Details:

- (b) Have you, or has any partnership or company of which you were at the time of such event a partner, officer, director, or beneficial owner of more than 10% of the voting securities, ever been denied the benefit of any exemption provided by any act regulating trading in securities?

Yes: No:

Details:

- (c) Have you, or has any partnership or company of which you were at the time of such event a partner, officer, director, or beneficial owner of more than 10% of the voting securities, ever been the subject of disciplinary action, not disclosed in 3(b) above, undertaken by any authority regulating or supervising trading in securities, including any stock exchange, association of investment dealers or similar organization? (Do not include cease-trading orders.)

Yes: No:

Details:

- (d) Have you personally ever been the subject of disciplinary action, not disclosed in 3(a), (b) or (c) above, undertaken by any tribunal, organization or society responsible for the regulation of a profession?

Yes: No:

Details:

4. Offences Under The Law

Note:

If a pardon under the Criminal Records Act (Canada) has been formally requested and you have received formal written notice that such pardon has been granted and it has not been revoked, you are not obliged to disclose any such pardoned offence. In such circumstances, the appropriate response would be: "Yes, pardon granted on (date)."

(a) Past Convictions Involving Securities or Commodities

Have you ever been convicted under any law of any province, territory, state or country of any offence relating to trading in securities, commodities or commodity futures contracts, or with the theft of securities, or with any related offence, or been a party to any proceedings taken on account of fraud arising out of any trade in or advice respecting securities?

Yes: No:

Details:

(b) Past Convictions Involving Other Contraventions or Criminal Offences

Have you ever been convicted under any law of any province, territory, state or country for contraventions or criminal offences not noted in 4(a) above? (Do not include non-criminal traffic convictions.)

Yes: No:

Details:

(c) Current Charges or Indictments

Are you currently the subject of a charge or indictment, under any law of any province, territory, state or country for contraventions, criminal offences, or other conduct of the type described in 4(a) or 4(b) above?

Yes: No:

Details:

(d) Partnership or Company Convictions or Current Charges or Indictments

Has any partnership or company of which you were at the time of such event a partner, officer, director, or beneficial owner of more than 10% of the voting securities, ever been convicted, or is any partnership or company in which you hold such a position currently the subject of a charge or indictment, under any law of any province, territory, state or county for contraventions, criminal offences, or other conduct of the type described in 4(a) or 4(b) above?

Yes: No:

Details:

5. Civil Proceedings

(a) Has a court in a civil proceeding ever held that you or any partnership or company of which you were at the time of such event a partner, officer, director, or beneficial owner of more than 10% of the voting securities committed fraud or similar conduct?

Yes: No:

Details:

(b) Are there any civil proceedings now pending in which fraud or similar conduct on the part of you or any partnership or company of which you are or were at the time such proceedings commenced a partner, officer, director, or beneficial owner of more than 10% of the voting securities is alleged?

Yes: No:

Details:

6. Bankruptcy

- (a) Have you ever been declared bankrupt, made a voluntary assignment in bankruptcy, made a compromise or agreement with your creditors or gone out of business leaving debts outstanding, or produced a declaration under the Quebec Voluntary Deposit of Salary Wages Law, or has a receiver or a receiver and manager appointed by or at the request of your creditors ever assumed control of your assets?

Yes: No:

Jurisdiction of Filing: _____

Details:

If so, have you been discharged? *(A copy of the discharge must be attached.)*

- (b) Has any partnership or company of which you were at the time of such event a partner, director, officer, or beneficial owner of more than 10% of the voting securities ever been declared bankrupt or made a voluntary assignment in bankruptcy, or had control of its assets assumed by a receiver and manager appointed by or at the request of its creditors?

Yes: No:

Details:

7. Judgment Or Garnishment

Is any judgment or garnishment outstanding against you, in any civil court in any province, state or country for damages or other relief in respect of a fraud or for any reason whatsoever?

Yes: No:

Details:

Caution

A person who makes a false statement by statutory declaration commits an indictable offence under the *Criminal Code* that is punished by imprisonment for a term not exceeding fourteen (14) years. Steps will be taken to verify the answers you have given in this Form, including verification of information relating to any previous criminal record.

Acknowledgement

I HEREBY AUTHORIZE AND CONSENT TO THE COLLECTION BY ANY OF CNQ INC. AND ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS OF ANY INFORMATION WHATSOEVER (WHICH MAY INCLUDE PERSONAL, CREDIT, OR OTHER INFORMATION) FROM ANY SOURCE, INCLUDING WITHOUT LIMITATION AN INVESTIGATIVE AGENCY OR A RETAIL CREDIT AGENCY AS PERMITTED BY LAW IN ANY JURISDICTION IN CANADA OR ELSEWHERE. I ACKNOWLEDGE AND AGREE THAT SUCH INFORMATION MAY BE SHARED WITH AND RETAINED BY CNQ INC. AND ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS INDEFINITELY.

Date

Signature

ALL ATTACHMENTS MUST BE INITIALED BY THE PERSON COMPLETING THE FORM AND BY THE COMMISSIONER FOR OATHS. ALL SIGNATURES MUST BE ORIGINALS.

LIST ANY ATTACHMENTS:

8. — Statutory Declaration

I, _____ (Name of Person Completing this Form)

Do Solemnly Declare That

- (a) I have read and understand the questions, caution and acknowledgement in this Form;
- (b) The answers I have given to the questions in this Form and in any attachments to the Form are true and correct except where stated to be to the best of my knowledge in which case I believe the answers to be true; and
- (c) I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada *Evidence Act*.

SWORN/DECLARED before me at the)

City of _____ in the Province)

(or State) of _____ this _____ day)

of _____, 20____.)

_____) _____

A Commissioner of Oaths/Notary Public)

My Appointment Expires: _____)

)

NOTARY'S SEAL:

Note: Where this form is sworn outside the Province of Ontario, it must be executed in the presence of a duly authorized Notary Public in and for the jurisdiction in which it is sworn.

FORM 4

QUOTATION AGREEMENT

IN CONSIDERATION of the quotation of the securities referred to in the Issuer's Quotation Statement or in consideration of the subsequent quotation of all other securities, the undersigned (hereinafter called the "Issuer") hereby agrees with Canadian Trading and Quotation System Inc. (hereinafter called "CNQ") that:

1. The Issuer shall, and shall cause its Related Persons, employees, agents, and consultants to comply, be bound by and observe all existing regulations, by-laws, rules and policies of CNQ and all amendments and additions which may hereafter be made thereto and all applicable legal requirements including, but not limited to, those of its incorporating statutes, all laws, rules, regulations, policies, notices and interpretation notes, discussions, annals and directives of the Ontario Securities Commission and all securities regulatory authorities having jurisdiction over the Issuer and with all other laws, rules and regulations applicable to its business or undertaking.
2. Without limiting the generality of paragraph 1 hereof the Issuer shall:
 - (a) furnish to CNQ or the CNQ Market Regulator, at any time upon demand, all such material information or documentation concerning the Issuer as CNQ may require;
 - (b) not issue any securities without making the requisite postings required by the CNQ Policies;
 - (c) maintain transfer and registration facilities in the City of Toronto where all quoted securities shall be directly transferable and registrable, and no fee shall be charged for the transfer and registration of such securities (other than government stock transfer taxes);
 - (d) have on hand a sufficient supply of certificates to meet demand for the transfer of share certificates, such certificates to be in accordance with CNQ specifications, unless the class of securities is entirely book-based;
 - (e) post all forms, notices, particulars, reports, statements and information required by the CNQ Policies or otherwise by CNQ, in such detail and form, as CNQ may from time to time demand;
 - (f) make prompt public disclosure of any material information, whether favourable or unfavourable, in accordance with CNQ's Policies; and

(g) pay, when due, all applicable fees established by CNQ.

3. The Issuer acknowledges that CNQ shall have the right, at any time, to halt or suspend quotation in any securities of the Issuer with or without notice and with or without giving any reason for such action, or to disqualify such securities for quotation;

4. CNQ, at the Issuer's cost, may obtain independent advice or consulting services with respect to any matter relating to the Issuer provided that CNQ has first afforded the Issuer the opportunity to satisfy the particular filing requirements of CNQ with respect to such matter. The Issuer hereby agrees to fully reimburse and indemnify CNQ for all such expenses, costs and fees incurred by CNQ.

5. The Issuer submits to the jurisdiction of CNQ and the Market Regulator, including without limitation, CNQ and the Market Regulator regulation, investigation and enforcement jurisdiction.

6. The Issuer acknowledges that CNQ may collect such personal information about the Related Persons of the Issuer as it may require and, notwithstanding the qualification for quotation of its securities, the Issuer agrees that either (i) it will remove, or cause the resignation of or termination of the contract of, any Related Person which CNQ determines is not suitable; or (ii) CNQ may immediately disqualify for quotation the Issuer's securities.

7. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein, without regard to conflicts of law rules.

8. Terms defined in the CNQ Policies are incorporated by reference into this Agreement.

Signed at _____ on the _____ day of _____, _____.

Name of Company

Signing Officer

Office Held

Signature

Signing Officer

Office Held

Signature

THIS AGREEMENT made as of the ____ day of _____, 2002_.

B E T W E E N:

CANADIAN TRADING AND QUOTATION SYSTEM INC.,
BCE Place, Canada Trust Tower
27th Floor, P.O. Box 508
161 Bay Street
Toronto, Ontario M5J 2S1

(called "CNQ")

- and -

(Name of Issuer)

(Address)

(called the "Issuer")

WHEREAS CNQ is proposing to operate an automated electronic marketplace for the purpose of quoting and trading securities of non-exchange listed Ontario reporting issuers;

AND WHEREAS CNQ has filed an application with the Ontario Securities Commission ("OSC") for an order (the "Recognition Order") recognizing CNQ as a quotation and trade reporting system;

AND WHEREAS prior to receipt of the recognition order from the OSC reporting issuers may apply to qualify their securities for quotation on CNQ, subject to certain conditions;

NOW THEREFORE, this agreement witnesses that for and in consideration of the above recitals and other valuable consideration, the Issuer and CNQ covenant and agree each with the other as follows:

1. Application for Qualification for Quotation. The Issuer:
 - (a) agrees to apply to CNQ to qualify its securities for quotation; and
 - (b) agrees to complete and file with CNQ all necessary information, agreements or other documents as CNQ may require in connection

with the Issuer's application to qualify the Issuer's securities for quotation on CNQ.

Qualification for quotation of the Issuer's securities will be subject to the issuance by the OSC of the Recognition Order recognizing CNQ as a quotation and trade reporting system in addition to the Issuer meeting the qualification criteria set out in the Policies of CNQ.

2. Quotation Agreement. The Issuer agrees to execute the CNQ Quotation Agreement, substantially in the form of the Quotation Agreement attached hereto as Schedule I, subject to such additions, deletions and amendments as CNQ may make thereto.

3. Application Fee. The Issuer hereby agrees to pay to CNQ the amount of \$8,000 (the "Application Fee") plus GST, representing the pre-recognition order fee for applying to have the Issuer's securities qualify for quotation on CNQ, plus GST. The Issuer acknowledges the fee for application for quotation made after the issuance of the recognition order will be \$10,000 plus GST.

The Issuer shall concurrently with the execution of this Agreement pay CNQ the amount of \$2000 plus applicable GST. The balance of the Application Fee of \$6,000 plus applicable GST shall be paid by the Issuer to CNQ upon the operational launch (the "Launch") of the Quotation and Trading System following the issuance by the OSC of the Recognition Order.

4. Notice. Any notice, document or other communication required or permitted by this agreement to be given to a party hereto shall be in writing and is sufficiently given if delivered personally, or if transmitted by any form of recorded telecommunication tested prior to transmission, to such party addressed if to either CNQ or the Issuer as set out on the first page hereof.

Notice transmitted by a form of recorded telecommunication or delivered personally shall be deemed given on the day of transmission or personal delivery, as the case may be. Any party may from time to time notify the others in the manner provided herein of any change of address which thereafter, until changed by like notice, shall be the address of such party for all purposes hereof.

5. This agreement may be executed in several parts in the same form and such parts as so executed shall together form one original agreement and such parts if more than one shall be read together and construed as if all the signing parties hereto had executed one copy of this agreement.

6. This agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the Province of Ontario. Each of the parties hereto irrevocably attorns to the jurisdiction of the courts of the Province of Ontario.

IN WITNESS WHEREOF the parties hereto have hereunto executed this Agreement.

**CANADIAN TRADING AND
QUOTATION SYSTEM INC.**

Per: _____

(Name of Issuer)

Per: _____
(Signature)

(Name of Authorized Signing Officer)

FORM 5

QUARTERLY QUOTATION STATEMENT

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____

This Quarterly Quotation Statement must be posted within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNQ Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNQ.ca website.

General Instructions

- (a) Prepare this Quarterly Quotation Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CNQ Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Company or a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with related parties:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from related parties and the terms and conditions relating thereto.
- (e) Contractual obligations with related parties, separate from other contractual obligations.
- (f) Contingencies involving related parties, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Quotation Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	C

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	N

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A as required by National Policy 51-101.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Quotation Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 5 Quarterly Quotation Statement is true.

Dated _____.

Name of Director or Senior Officer

Signature

Official Capacity

Issuer Details Name of Issuer		For Quarter Ended	Date of Report YY/MM/D
Issuer Address			
City/Province/Postal Code		Issuer Fax No. ()	Issuer Telephone No. ()
Contact Name		Contact Position	Contact Telephone No.
Contact Email Address		Web Site Address	

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN TRADING AND QUOTATION SYSTEM INC. (“CNQ”)

[Name of CNQ Issuer] (the “Issuer”) hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).

Date: _____

Signed: _____
(Signature)

(Print Name)

(Print Office)

FORM 7

MONTHLY PROGRESS REPORT

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____

Number of Outstanding Quoted Securities: _____

Date: _____

This Monthly Progress Report must be posted before the opening of trading on the first trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNQ Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNQ.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNQ Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.
2. Provide a general overview and discussion of the activities of management.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties.
4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.
5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc.
6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties.
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable.
8. Describe the acquisition of new customers or loss of customers.
9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.
11. Report on any labour disputes and resolutions of those disputes if applicable.
12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.
14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to Related Persons.
16. Provide details of any changes in directors, officers or committee members.
17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated _____.

Name of Director or Senior
Officer

Signature

Official Capacity

Issuer Details		For Month	Date of Report
Name of Issuer		End	YY/MM/D
Issuer Address			
City/Province/Postal Code		Issuer Fax No. ()	Issuer Telephone No. ()
Contact Name		Contact Position	Contact Telephone No.
Contact Email Address		Web Site Address	

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____

Date: _____

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: _____ .

Date of News Release Announcing Proposed Prospectus Offering: _____ .
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

- 1. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .

- 2. Provide details of the net proceeds to the Issuer as follows:
 - (a) Per security: _____ .
 - (b) Aggregate proceeds: _____ .

3. Provide description of any Warrants (or options) including:
- (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
 - (e) Other significant terms _____ .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: _____

_____ .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

_____ .
7. Provide details of the use of the proceeds: _____
_____ .

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: _____
 _____ .

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: _____

 _____ .

10. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) _____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: _____

 _____ .

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: _____

 _____ .

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

2. Certificate Of Compliance

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).
- 4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated _____.

Name of Director or Senior Officer

Signature

Official Capacity

FORM 9

NOTICE OF PROPOSED ISSUANCE OF QUOTED SECURITIES (or securities convertible or exchangeable into quoted securities)¹

Please complete the following:

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____ .

Date: _____ .

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: _____ .

Date of News Release Announcing Private Placement: _____ .

Closing Market Price on Day Preceding the Issuance of the News Release: _____

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (if any)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹ An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____ .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .

- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____ .
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
_____ .
11. State whether the private placement will result in a change of control.
_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .



6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer

(3) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
- (b) Cash _____
- (c) Securities _____
- (d) Other _____
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

-
-
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
-
-

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated _____.

Name of Director or Senior
Officer

Signature

Official Capacity

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a quoted security)¹

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____

Issued and Outstanding Securities of the Issuer Prior to Transaction: _____

Date of News Release Fully Disclosing the Transaction: _____

1. Transaction

1. Provide details of the assets significant transaction (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the transaction including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
3. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Other: _____ .
 - (d) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: _____
_____ .

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into quoted securities, use Form 9.

6. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
- (b) Cash _____ .
- (c) Other _____ .
8. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
_____ .
9. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____ .

2. **Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario)) and all CNQ Requirements (as defined in CNQ Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated _____.

Name of Director or Senior
Officer

Signature

Official Capacity

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNQ Issuer: _____ (the "Issuer").

Trading Symbol: _____

Date: _____

1. New Options Granted:

Date of Grant: _____

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months

Total Number of optioned shares proposed for acceptance: _____ .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date

(1) Set out number of optioned shares for each grant with different terms.

4. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

5. Certificate of Compliance

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario) and all CNQ Requirements (as defined in CNQ Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated _____.

Name of Director or Senior
Officer

Signature

Official Capacity

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of CNQ Issuer: _____ (the "Issuer")

Trading Symbol: _____

Date: _____

This form is to be used to report a proposed reclassification, which is any change to the terms of a quoted security other than a stock split or dividend.

1. Provide full details of the reclassification

2. Number of securities outstanding and reserved for issuance following the reclassification

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the quoted security and on voting and equity rights of public shareholders

4. Date of shareholders' meeting to approve the reclassification

5. Record date for the reclassification

6. **Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of Ontario securities law (as defined in the *Securities Act* (Ontario) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated _____.

Name of Director or Senior
Officer

Signature

Official Capacity