

Appendix C

Proposed amendments to Form 51-102F2 *Annual Information Form* and Form 51-102F5 *Information Circular*

1. Form 51-102F2 Annual Information Form and Form 51-102F5 Information Circular are amended by this Instrument.

2. Form 51-102F2 is amended by,

a. repealing subsection 10.2(1) and substituting the following:

- (1) If a director or executive officer of your company is, as at the date of the AIF, or has been within the 5 years before the date of the AIF, a director, Chief Executive Officer or Chief Financial Officer of any company (including your company), that, while that person was acting in that capacity,
 - (a) was issued a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or
 - (b) was subject to an event that resulted, after the director or executive officer ceased to be a director, Chief Executive Officer or Chief Financial Officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, 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.

- (1.1) If a director or executive officer of your company, or a shareholder holding a sufficient number of securities of your company to affect materially the control of your company
 - (a) is, as at the date of the AIF, or has been within the 10 years before the date of the AIF, a director or executive officer of any company (including your company), that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, or
 - (b) has, within the 10 years before the date of the AIF,

become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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, officer or shareholder, state the fact.

- b. in Instruction (i) after subsection 10.2(3), adding “, (1.1)” after “subsections (1)”, wherever it appears,**
- c. in Instruction (ii) after subsection 10.2(3), striking out “subparagraph 10.2(1)(a)(i)” and substituting “subsection 10.2(1)” and striking out “executive officer or shareholder” and substituting “Chief Executive Officer or Chief Financial Officer”, and**
- d. adding the following as Instruction (iv) after subsection 10.2(3):**

(iv) The disclosure in subsection 10.2(1)(a) only applies if the director or executive officer was a director, Chief Executive Officer or Chief Financial Officer when the cease trade or similar order was issued against the company. You do not have to provide disclosure if the director or executive officer became a director, Chief Executive Officer or Chief Financial Officer after the cease trade or similar order was issued.

3. Form 51-102F5 is amended by

- a. repealing 7.2 and substituting the following:**

7.2 If a proposed director

- (a) is, as at the date of the information circular, or has been, within 5 years before the date of the information circular, a director, Chief Executive Officer or Chief Financial Officer of any company (including the company in respect of which the information circular is being prepared) that, while that person was acting in that capacity,
 - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, 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
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company

access to any exemption under securities legislation, 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) is, as at the date of the information circular, or has been within 10 years before the date of the information circular, a director or executive officer of any company (including the company in respect of which the information circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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; or
- (c) has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 proposed director, state the fact.

b. adding the following as Instruction (iv) after section 7.2.2:

(iv) The disclosure in subsection 7.2(a) only applies if the proposed director was a director, Chief Executive Officer or Chief Financial Officer when the cease trade or similar order was issued against the company. You do not have to provide disclosure if the proposed director became a director, Chief Executive Officer or Chief Financial Officer after the cease trade or similar order was issued.

4. This amendment comes into force ●, 2007.