

**Form 51-103F3**  
***Proxy Form***

**1.1 Definitions**

Refer to Sample Instrument 51-103 *Ongoing Governance and Disclosure Requirements for Venture Issuers* for terms used in this Form that are not defined in the Form. If terms are not defined in that Instrument, refer to securities legislation and National Instrument 14-101 *Definitions*.

**1.2 General Requirements**

- (1) A Proxy Form must clearly identify the meeting in respect of which the proxy is Solicited and each matter management (or other person or company making the Solicitation) reasonably anticipates securityholders will be asked to vote upon at the meeting.
- (2) A Proxy Form must indicate in bold-face type whether or not the proxy is Solicited by or on behalf of management and if not, by whom the proxy is Solicited.
- (3) A Proxy Form must provide a specific blank space for
  - (a) dating it,
  - (b) the printed name of the securityholder and any person authorized to sign on behalf of the securityholder, and
  - (c) the signature of the securityholder or the securityholder's authorized signatory.

**1.3 Authority of Securityholder**

- (1) A Proxy Form must indicate in bold-face type that the securityholder has the right to appoint a person or company to represent the securityholder at the meeting, other than a person or company designated in the Proxy Form and that the person or company appointed does not need to be a securityholder. The Proxy Form must also provide instructions regarding how this right can be exercised.
- (2) A Proxy Form must provide an option for the securityholder to specify that the securities registered in the securityholder's name will be voted
  - (a) for or withheld from voting in respect of the appointment of an auditor or the election of directors, and
  - (b) for or against each other matter or group of related matters identified in the Proxy Form.
- (3) A Proxy Form must state that
  - (a) the securities represented by the Proxy Form will be voted or withheld from voting in accordance with the instructions of the securityholder on any ballot that may be called for, and

- (b) if the securityholder specifies a choice under subsection (2) with respect to any matter to be acted upon, the securities will be voted accordingly.
- (4) A Proxy Form must state whether the person or company giving the proxy has the right to revoke it and if there are any limitations on or conditions to the right to revoke, must describe those.
- (5) A Proxy Form may confer discretionary authority but only by way of a specific statement conferring such authority and provided that
  - (a) in the case where a securityholder has not specified a choice with respect to any matter referred to in subsection 2(b) that the Proxy Form states in bold-face type how the securities represented by the Proxy Form will be voted in respect of each such matter or group of related matters, or
  - (b) with respect to amendments or variations to matters identified in the notice of meeting or other matters properly coming before the meeting, the person or company by whom or on whose behalf the Solicitation is made is not aware within a reasonable time before the time the Solicitation is made that any of these amendments or variations or other matters are to be presented for action at the meeting.
- (6) Despite subsection (5) a Proxy Form must not confer discretionary authority to vote
  - (a) for the election of any person as a director unless a *bona fide* proposed nominee for that election is named in the Proxy Form, or
  - (b) at a meeting other than the meeting specified in the notice of meeting or any adjournment of that meeting.

#### **1.4 Access to Information Regarding Matters to be Voted Upon**

- (1) A Proxy Form must indicate in bold-face type that the Information Circular, Annual Report, Mid-Year Report and any other disclosure relating to the matters to be acted upon at the meeting can be accessed electronically on the SEDAR website at [www.sedar.com](http://www.sedar.com), and, if applicable, identify the specific location on another website where it can be accessed.
- (2) A Proxy Form must state whether management of the Venture Issuer is using the notice and access system permitted by section 5.4 of Sample Instrument 51-103 *Ongoing Governance and Disclosure Requirements for Venture Issuers* for all or only certain securityholders and if it is being used for only certain securityholders, provide an explanation for this decision.

## **1.5 Securityholder Request for Documents**

The Proxy Form must disclose that a Securityholder may request, free of charge, a copy of the most recent Information Circular, Annual Report and Mid-Year Report and must identify how that request can be made, including identifying a contact person with an address, toll-free telephone number and, if applicable, an email address.