

SCHEDULE 2.4

to an acquisition agreement between the TSE and CDNX made as of April 30, 2001

CDNX ADVISORY BOARD TERMS OF REFERENCE

Composition

1. The CDNX Advisory Board (the “Advisory Board”) shall be composed of:
 - (a) between 8 and 15 individuals having expertise on matters relating to the Canadian public venture capital market. The initial members will be those recommended by the current CDNX Board of Directors prior to the closing of the Transaction between CDNX and the TSE. The Chair of the TSE and the President and Chief Executive Officer of the TSE and President of CDNX shall be ex-officio members;
 - (b) The first chair of the Advisory Board shall be recommended by the current CDNX Board of Directors prior to the closing of the Transaction between CDNX and the TSE and shall be one of the current directors on the CDNX Board of Directors immediately prior to the closing of the Transaction; and
 - (c) In subsequent years, the composition of the Advisory Board, including its chair (who shall be one of the directors on the Board having expertise in or an association with the Canadian public venture capital market (the “Public Venture Capital Members”), shall be determined by the Governance Committee in the same manner as all TSE committee members are chosen. The Public Venture Capital Members shall make recommendations to the Governance Committee with respect to Advisory Board nominees.

Quorum

The quorum at any meeting of the CDNX Advisory Board shall be a majority of the members of the Advisory Board, present in person or by telephone, unless otherwise fixed by the Board. Subject to any resolution of the Board, the Advisory Board may from time to time regulate the manner in which it may act and its procedures generally.

Frequency of Meetings

The Advisory Board may meet up to once a month by telecommunication as determined by the Chair. The Board shall provide sufficient resources such that the Advisory Board may meet not less than twice per year in person.

Terms of Reference

1. The Advisory Board shall have the responsibility for advising or making recommendations to the Board on policy matters relating to the public venture capital market and the role of CDNX in relation to such matters.
2. Recommend to the Governance Committee nominees for appointment to the Board who have expertise in or an association with the Canadian public venture capital market (the “Public Venture Capital Members”) and who provide broad geographic representation.