

**Amendment to Deadline for Final Receipt of JCP or VCP Prospectuses,
Clarification of Qualifying Transaction Transitional Provisions and
Notice Regarding Non-Availability of Alberta Exchange Offering Prospectus
BULLETIN TYPE: Policy Amendment
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Amendment to Deadline for JCP or VCP Prospectuses:

Section 15(d) of Corporate Finance Policy 2.4, states as follows:

'A JCP or VCP that has not obtained a final receipt for a prospectus by March 1, 2000 will be required to amend its Prospectus to comply with the CPC Policy.'

The Alberta Securities Commission and British Columbia Securities Commission have agreed to permit the Exchange to extend the deadline for receiving a final receipt for a prospectus to March 31, 2000.

The amended section 15(d) of Corporate Finance Policy 2.4, shall state:

'A JCP or VCP that has not obtained a final receipt for a prospectus on or before March 31, 2000 will be required to amend its Prospectus to comply with the CPC Policy, in its entirety.'

There can be no assurance that a JCP or VCP that has not yet received a final receipt for a prospectus will be able to obtain a final receipt for a prospectus by March 31, 2000.

Given the short timeframe in which to obtain a final receipt for a JCP or VCP prospectus, the Exchange strongly encourages issuers who have not yet obtained a final receipt for a prospectus to consider utilizing the CPC program. The Exchange may refuse to consider an application for listing by a JCP or VCP where a receipt for a preliminary prospectus has not been issued by February 1, 2000.

Clarification of Qualifying Transaction Transitional Provisions:

Section 15(c) of Corporate Finance Policy 2.4 states that if a JCP or VCP announces a Major Transaction or Qualifying Transaction, respectively, after March 1, 2000, it shall be required to comply with the CPC Policy in relation to the Qualifying Transaction. The deadline relating to announcement of a Major Transaction or Qualifying Transaction has not been extended.

The Exchange wishes to clarify which portions of the CPC Policy will apply to a JCP or VCP that obtains a final receipt prior to March 31, 2000 but which announces a JCP Major Transaction or VCP Qualifying Transaction after March 1, 2000.

1. Reference in section 15(c) of Policy 2.4 to an 'announcement' refers to the issuance of a publicly disseminated press release.
2. Pursuant to applicable securities law, a press release in regard to a Major Transaction or Qualifying Transaction cannot be issued until closing of the JCP or VCP IPO.
3. A JCP or VCP that has obtained a final receipt for a prospectus on or before March 31, 2000 but has not announced a Major Transaction or Qualifying Transaction by March 1, 2000 will not be required to amend its prospectus or to comply with the CPC Policy as it relates to the initial public offering, including such matters as share issuance price, escrow and composition of the board of directors. However, the JCP or VCP will be required to comply with the portions of Policy 2.4 that relate to the Qualifying Transaction.

4. The Exchange considers the following sections of Policy 2.4 to apply to a JCP or VCP that announces a Major Transaction or Qualifying Transaction after March 1, 2000:
- (a) section 2.3 – Overview of Process – Stage Two – Completion of a Qualifying Transaction;
 - (b) section 2.4, in regard to VCPs only;
 - (c) section 2.5, in regard to VCPs that announce a Related Party transaction prior to the expiration of six months from date of listing of the VCP;
 - (d) section 2.5, in regard to JCPs, except where all applicable parties to the Qualifying Transaction and all applicable Related Parties agree to any additional escrow restrictions as would have been applicable under the JCP rules,
 - (e) section 5.2(c), in relation to disclosure in the Information Circular of the Agent's Compensation relating to the Qualifying Transaction;
 - (f) section 7, Options to Related Parties of the CPC (except that outstanding options granted to persons other than directors and officers in accordance with the JCP or VCP rules shall not be required to be terminated or amended);
 - (g) section 8, Prohibited Payments and Use of Proceeds;
 - (h) section 9, Restrictions on Trading;
 - (i) section 19, Private Placements for Cash;
 - (j) section 11.8 and 11.9 in relation to escrow of securities issued in connection with a Qualifying Transaction or a concurrent financing;
 - (k) section 12, Qualifying Transaction;
 - (l) section 13, Information Circular; and
 - (m) section 14, Other Requirements, except for subsection 14.5, Multiple Filings and section 14.9(a).

Notice Regarding Non-Availability of Alberta Exchange Offering Prospectus:

Effective March 1, 2000 all applications submitted to CDNX must be made pursuant to CDNX Corporate Finance Policies. Accordingly, an application for listing made pursuant to ASE Circular No. 13, Exchange Offering Prospectus will no longer be possible after March 1, 2000. In the absence of an order or blanket order by the Alberta Securities Commission, the CDNX Alberta Exchange Offering Prospectus as contemplated by section 3 of CDNX Corporate Finance Policy 4.2, Prospectus Offerings, is not available for use. As at the date of this Bulletin no such blanket order has been issued. There can be no assurance that any blanket order will be sought or issued.
