

BULLETIN TYPE: Policy Amendment
BULLETIN DATE: February 9, 2000

Re: Correction of Definition and Terms of Discount Seed Shares Issued Pursuant to a Capital Pool Company

An error in the current definition of Discount Seed Shares in Policy 2.4, Capital Pool Companies excludes non Insiders, thus permitting these individuals to take these shares free of escrow, rather than subjecting them to the provisions as set out in the Discount Seed Share Escrow Agreement. The following amendments have been made to the policy to correct this error.

The definition of Discount Seed Shares has been amended as follows:

"Discount Seed Shares" means any Seed Shares which are issued ~~to Insiders, or trusts or holding companies controlled by Insiders,~~ at a price that is less than the price at which the IPO Shares are offered and sold to the public.

Section 11.1, Escrow of Discount Seed Shares has been amended as follows:

11.1 All Discount Seed Shares must be held in escrow pursuant to a Discount Seed Share Escrow Agreement. ~~By~~ The terms of the Discount Seed Share Escrow Agreement, ~~the holders of Discount Seed Shares~~ irrevocably authorize and direct the escrow agent appointed under the escrow agreement to immediately cancel all of their ~~respective~~ Discount Seed Shares held by Insiders upon the issuance of an Exchange Bulletin delisting the CPC from the Exchange.

Section 2(b), Cancellation and Indemnity, of Schedule B(2) to Form 2F, Escrow Agreement, CPC, has been amended as follows:

2. If the Issuer is de-listed,
 - (b) the Issuer and the escrow Agent shall take such action as is necessary to cancel the Discount Seed Shares which are held by Insiders of the CPC.

Replacement pages to the Corporate Finance Manual regarding this change will be sent out shortly. If you have any questions relating to the policy, please contact either Susan Copland, Manager, Policy, Vancouver at (604) 643-6531 or Denise Hendrickson, Manager, Policy, Calgary at (403) 974-7442.
