

POLICY 2.8

SUPPLEMENTAL LISTINGS

Scope of Policy

This Policy describes the requirements to list a class of securities other than common shares or equivalent securities (“**Common Shares**”).

This Policy applies if the Issuer’s Common Shares are already listed on the Exchange or the Issuer is concurrently applying to list its Common Shares and another class of securities (“**Supplemental Securities**”). However, if the Issuer is applying to list on the Exchange any class of securities other than Common Shares, the Exchange can apply any provision of this Policy in addition to or in substitution for the provisions of Policy 2.1 - Minimum Listing Requirements. For a Initial Listing of Supplemental Securities only, refer also to Policy 2.7 – Pre-Filing Conferences and Policy 3.5 – Restricted Shares.

The main headings in this Policy are:

1. General
2. Application and Filing Requirements
3. Non-Participating Preferred Shares, Bonds and Debentures
4. Convertible or Exchangeable Securities
5. Trading

1. General

- 1.1 A “supplemental listing” generally means any listing of Supplemental Securities. An Issuer applying for a supplemental listing must comply in all respects with the Tier Maintenance Requirements of the Exchange. A supplemental listing is not permitted if the Issuer is in default of any Exchange Requirement.

2. Application and Filing Requirements

2.1 Application

An Issuer can apply for supplemental listing by sending a letter to the Exchange. The application letter must be accompanied by the preliminary prospectus or, if applicable, the draft circular or offering document describing the rights and restrictions of the Supplemental Securities.

2.2 Filing Requirements

After the Exchange grants conditional acceptance of the application and before the Supplemental Securities begin trading, the Issuer must file the following with the Exchange:

- (a) a certified copy of the resolution of directors of the Issuer authorizing the application to list the Supplemental Securities;
- (b) a copy of the final prospectus, circular or other offering document, if applicable;
- (c) a certified copy of any constating documents creating, describing or governing the terms of the Supplemental Securities, including any agreement or trust indenture (or equivalent document), and any amendments;
- (d) an opinion of counsel to the Issuer that the Supplemental Securities have been validly created in accordance with applicable law and that the Supplemental Securities are validly issued as fully paid and non-assessable;
- (e) if the Supplemental Securities are convertible or exchangeable into another class of Listed Shares, an opinion of counsel to the Issuer that the securities issuable upon exercise or conversion of the Supplemental Securities have been validly created in accordance with applicable law and that those securities will, when issued in accordance with the terms of the Supplemental Securities, be validly issued as fully paid and non-assessable;
- (f) satisfactory evidence that the Supplemental Securities are free of any trading restrictions, such as a final receipt for a prospectus qualifying the distribution of the Supplemental Securities or an opinion of legal counsel;
- (g) a definitive specimen of the certificate for the Supplemental Securities with the CUSIP number imprinted thereon;
- (h) except in the case of bonds or debentures, and subject to section 3.2, a Distribution Summary Statement (Form 2E) or other evidence satisfactory to the Exchange confirming that the Issuer will have at least 200,000 Supplemental Securities outstanding, held by at least 75 Public Shareholders each holding a Board Lot;
- (i) subject to section 5, in the case of bonds or debentures issued by a Tier 1 Issuer, a Distribution Summary Statement (Form 2E) or other evidence satisfactory to the Exchange confirming that the Issuer will have at least 75 Public Shareholders each holding bonds or debentures with an aggregate face value of at least \$1,000;
- (j) subject to sections 3.2 and 5, in the case of bonds or debentures issued by an Issuer, other than a Tier 1 Issuer, a Distribution Summary Statement (Form 2E) or other evidence satisfactory to the Exchange confirming that the Issuer will have at least 75 Public Shareholders each holding bonds or debentures with an aggregate face value of at least \$1,000;

- (k) the applicable supplemental listing fee as set out in Policy 1.3 - Schedule of Fees; and
- (l) if applicable, the additional listing fee for the maximum number of Listed Shares issuable upon exercise or conversion of the Supplemental Securities.

3. Non-Participating Preferred Shares, Bonds and Debentures

3.1 Tier 1 Issuers and Guaranteed Securities

The Exchange will consider on a case-by-case basis applications for the supplemental listing of preferred shares, bonds or debentures by a Tier 1 Issuer or by a Tier 2 Issuer if the principal and timely payment of the securities are guaranteed by a Tier 1 Issuer or by a Company listed on a senior exchange or market.

3.2 Tier 2 Issuers

An application for the supplemental listing of preferred shares, bonds or debentures which does not meet the requirements of section 3.1 must meet the following requirements:

- (a) the Issuer must have a record of earnings which is satisfactory to the Exchange; and
- (b) there must be at least 150 Public Shareholders of the Supplemental Securities and the Market Value of the Public Float of the Supplemental Securities must be at least \$500,000 or the par value of the total number of issued debentures in the Public Float must be at least \$500,000, provided the Exchange is otherwise satisfied that the public distribution is sufficient to provide an adequate market for the securities.

3.3 Additional Provisions

Trading in exchangeable bonds or debentures will generally be as follows:

- (a) the Supplemental Securities will trade in board lots based on face value with a recommended face value of \$1,000 and odd lots being permitted to trade in denominations of \$100;
- (b) volume will be presented in multiples of 100's with volume calculated as principal amount traded divided by 100; and
- (c) any redemption, conversion, or interest payment on the bonds must meet the requirements of the Exchange to provide adequate notice and processing time in order to ensure that the appropriate holder of record can complete the transaction or receive the entitlement within the normal settlement period.

Any Supplemental Securities must comply with Policy 3.5 – Restricted Shares and applicable Securities Law.

If a preferred security, bond or debenture is convertible or exercisable into a different class of Listed Shares, the Issuer must also comply with the requirements, as applicable and modified as necessary, set out in section 4 for Warrants.

4. Convertible or Exchangeable Securities

- 4.1 No convertible or exchangeable securities (“**Warrants**”) can be issued until approved by the Exchange. Warrants which are not exercisable into Listed Shares will not normally be posted for trading on the Exchange.
- 4.2 If the Warrants are issued as part of a specific type of transaction (e.g., private placement or public offering), refer to the Policy applicable to that transaction.
- 4.3 Listed Warrants must be assignable and the customary form of assignment must be included on the warrant certificate.
- 4.4 If the Issuer intends to pay a fee to Members for assisting in obtaining conversions of Warrants, the Issuer must give notice of this at least 90 days before the Warrants expire.

5. Trading

- 5.1 Trading in any Supplemental Securities which have an expiry date must be for cash on the two days preceding the expiry date and also on the expiry date. Trading in these securities will cease at 12:00 noon (Vancouver time) or 1:00 p.m. (Calgary time) on the expiry date.
- 5.2 If the security underlying the Supplemental Securities is posted for trading on the Exchange, the Supplemental Securities will have the same Board Lot as the underlying security.