

Amendment to
Form 51-102F5 Information Circular

- 1. Form 51-102F5 Information Circular is amended by**
- a. repealing the heading “General Instructions and Interpretation” to Part 1 and substituting “General Provisions”,**
 - b. in paragraph 1(c), adding “including any documents incorporated by reference into the document or excerpt,” after “document or excerpt,”,**
 - c. in section 7.1, adding “(a “proposed director”)” after “nominated for election as a director”,**
 - d. adding the following after section 7.2:**
 - 7.2.1 Describe the penalties or sanctions imposed and the grounds on which they were imposed, or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a proposed director has been subject to
 - (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
 - (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.
 - 7.2.2 Despite section 7.2.1, no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director.

INSTRUCTIONS

- (i) *The disclosure required by sections 7.2 and 7.2.1 also applies to any personal holding companies of the proposed director.*
- (ii) *A management cease trade order is “a cease trade or similar order” for the purposes of paragraph 7.2(a)(i) and so must be disclosed, whether or not the proposed director was named in the order.*

- (iii) *A late filing fee, such as a filing fee that applies to the late filing of an insider report, is not a “penalty or sanction” for the purposes of section 7.2.1.*

e. repealing Item 8, and substituting the following:

Item 8 Executive Compensation

If you are sending this information circular in connection with a meeting

- (a) that is an annual general meeting,
- (b) at which the company’s directors are to be elected, or
- (c) at which the company’s securityholders will be asked to vote on a matter relating to executive compensation,

include a completed Form 51-102F6 *Statement of Executive Compensation.*,

f. in section 9.1,

i. adding the heading “Equity Compensation Plan Information”,

ii. renumbering section 9.1 as subsection 9.1(2), and

iii. preceding subsection 9.1(2), adding the following:

- (1) Provide the information in subsection (2) if you are sending this information circular in connection with a meeting
 - (a) that is an annual general meeting,
 - (b) at which the company’s directors are to be elected, or
 - (c) at which the company’s securityholders will be asked to vote on a matter relating to executive compensation or a transaction that involves the company issuing securities.

g. in section 10.3, striking out “You do not need to disclose information required by this Item for any indebtedness that has been entirely repaid on or before the date of the information circular or for routine indebtedness” and substituting the following:

You do not need to disclose information required by this Item

- (a) if you are not sending this information circular in connection with a meeting

- (i) that is an annual general meeting,
 - (ii) at which the company's directors are to be elected, or
 - (iii) at which the company's securityholders will be asked to vote on a matter relating to executive compensation,
- (b) for any indebtedness that has been entirely repaid on or before the date of the information circular, or
- (c) for routine indebtedness.

h. repealing section 14.2 and substituting the following:

- 14.2 If the action to be taken is in respect of a significant acquisition as determined under Part 8 of National Instrument 51-102 under which securities of the acquired business are being exchanged for the company's securities, or in respect of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed, include disclosure for
- (a) the company, if the company has not filed all documents required under National Instrument 51-102,
 - (b) the business being acquired, if the matter is a significant acquisition,
 - (c) each entity, other than the company, whose securities are being changed, exchanged, issued or distributed, if
 - (i) the matter is a restructuring transaction, and
 - (ii) the company's current securityholders will have an interest in that entity after the restructuring transaction is completed, and
 - (d) each entity that would result from the significant acquisition or restructuring transaction, if the company's securityholders will have an interest in that entity after the significant acquisition or restructuring transaction is completed.

The disclosure must be the disclosure (including financial statements) prescribed by the form of prospectus, other than a short form prospectus under National Instrument 44-101 *Short Form Prospectus Distributions*, that the entity would be eligible to use for a distribution of securities in the jurisdiction.

i. in section 14.5,

- i. striking out* “Section 14.2 does not apply to an information circular that is prepared” *and substituting* “A company satisfies section 14.2 if it prepares an information circular”,
- ii. adding* “,” *after* “connection with a Qualifying Transaction”,
- iii. striking out* “(as such terms” *and substituting* “, or in connection with a Reverse Take-Over (as Qualifying Transaction, CPC and Reverse Take-Over”,
- iv. striking out* “policy on Capital Pool Companies” *and substituting* “policies”, *and*
- v. adding* “or Reverse Take-Over” *after* “in respect of that Qualifying Transaction”, *and*

j. adding the following after section 14.5:

INSTRUCTION

For the purposes of section 14.2, a securityholder will not be considered to have an interest in an entity after an acquisition or restructuring transaction is completed if the securityholder will only hold a redeemable security that is immediately redeemed for cash.

2. This amendment comes into force December 29, 2006.