

Amendment to
Form 51-102F6 Statement of Executive Compensation

- 1. Form 51-102F6 Statement of Executive Compensation is amended by**
- a. repealing the heading “General Instructions and Interpretation” to Item 1 and substituting “General Provisions”,**
 - b. in section 1.1,**
 - i. adding “, whatever the source,” after “disclosure of all compensation”, and**
 - ii. adding “The particular requirements in this Form should be interpreted with regard to this purpose, the definition of “executive officer” in the Instrument, and in a manner that gives priority to substance over form.” after “unincorporated business entities.”,**
 - c. in paragraph 1.4(e), striking out the second sentence and substituting the following:**

Also, the company must include in the appropriate compensation category any compensation paid under an understanding, arrangement or agreement existing among

- (i) any of
 - (A) the company,
 - (B) its subsidiaries, or
 - (C) an officer or director of the company or its subsidiary, and
- (ii) another entity,

for the purpose of the entity compensating the officer or director for employment services or office.

If the company’s executive management is employed or retained by an external management company (including a subsidiary, affiliate or associate) and the company has entered into an understanding, arrangement or agreement of any kind for the provision of executive management services by the external management company to the company directly or indirectly, the company must disclose any compensation payable

- (iii) directly by the company to any persons employed or retained by the external management company who are acting as executive officers and directors of the company; and
- (iv) by the external management company to such persons that is attributable to services rendered to the company directly or indirectly.

d. in paragraph 1.4(f), striking out “primary”, and

e. adding the following as paragraph (g):

(g) Allocation of Compensation – If the company’s executive management is provided through an external management company, and the external management company has other clients in addition to the company, the company must disclose either,

- (i) the portion of the compensation paid to the officer or director by the external management company that can be attributed to services rendered to the company; or
- (ii) the entire compensation paid by the external management company to the officer or director.

If the company does allocate the compensation paid to the officer or director, it should disclose the basis for the allocation. , **and**

f. in paragraph 2.1 1.(a) relating to column (e), adding “or Québec Pension Plan” after “CPP”.

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