

FORM 16
(section 66 of *The Securities Regulations*)
The Securities Act, 1988

Information Required in Prospectus of a Mutual Fund

ITEM 1 – Price of Securities on Sale or Redemption:

- (a) Describe briefly the method followed or to be followed by the issuer in determining the price at which its securities will be offered for sale and redeemed.

INSTRUCTIONS:

1. State the frequency with which the offering or redemption price is determined and the time when the price becomes effective.
2. Describe the rules used for the valuation of the issuer's assets and liabilities for the purpose of calculating net asset value and disclose all instances, within the past three years, when the discretion to deviate from these rules, if any, was exercised.
3. Explain fully any difference in the price at which securities are offered for sale and the redemption price.
 - (b) State the sales charge expressed as a percentage of the total amount paid by the purchaser and as a percentage of the net amount invested in securities of the issuer. State the redemption charge, if any, expressed as a percentage of the redemption price.

INSTRUCTIONS:

1. If the sales or redemption charge varies on a quantity basis give particulars thereof indicating the quantities and the respective charges applicable thereto.
2. Indicate briefly any difference in the sales charge imposed upon the sale of securities in connection with the conversion or exchange of securities or the reinvestment of dividends and similar distributions.
3. In this form, "sales charge" includes all service charges including charges relating to such matters as cost of the establishment of a contractual plan and the cost of the continuing administration and maintenance of such a plan.
4. When giving particulars of the sales charge with respect to a contractual plan indicate when during the term of the plan the sales charge will be deducted.
5. Give particulars of the entitlement of the purchaser of a contractual plan to a refund of any sales charge incurred if the contractual plan is terminated during the term of such plan.
 - (c) Describe briefly any specific authorization or requirement to reinvest the proceeds of dividends or similar distributions in the issuer's securities.
 - (d) State the penalty, if any, for early redemption.

ITEM 2 – Method of Distribution:

Outline briefly the method of distribution of the securities being offered. If sales of securities are to be effected through an arrangement with a principal distributor, give brief details of any

arrangements made with the principal distributor. See Items 22 and 23.

INSTRUCTIONS:

1. State whether it is the intention of the issuer to engage in the continuous sale of the securities of the issuer.
2. If the securities being offered are to be sold by way of a contractual plan whereby the purchaser agrees to make regular periodic payments for the securities offered, give brief particulars of the contractual plan, including:
 - (i) minimum initial investment;
 - (ii) subsequent minimum investment;
 - (iii) sales charge deductions from such minimum investments;
 - (iv) sales charges as a percentage of the amount paid by the purchaser and as a percentage of the net amount invested in securities of the issuer; and
 - (v) the total amount invested contrasted to the amount paid by the purchaser.
3. As used in this Form, "principal distributor" includes:
 - (i) a person or company through whom securities of the issuer are distributed pursuant to a contractual arrangement with the issuer or the manager providing for an exclusive right to distribute the securities in a particular area or any feature which gives or is intended to give a distributor a material competitive advantage over other distributors in respect of the securities offered; or
 - (ii) a person or company, together with any affiliate, by or through whom 25 per cent or more of the securities of the issuer which were distributed during the last completed financial year of the issuer, were distributed.
4. With the consent of the Director, a person who or company that would otherwise be a principal distributor may, with respect to any one or more of the items of disclosure required by this Form be treated as not coming within the definition of a principal distributor.
5. See Instruction 3 to Item 1(b).

ITEM 3 – Summary of Prospectus:

Give a synopsis near the beginning of the prospectus of that information in the body of the prospectus which in the opinion of the issuer would be most likely to influence the investor's decision to purchase the security.

INSTRUCTIONS:

1. This summary should highlight in condensed form the information, both favourable and adverse, including risk factors in item 6, particularly pertinent to a decision to purchase the securities offered, including information about both the issuer and the securities.
2. Appropriate cross references may be made to items in the prospectus where information is difficult to summarize accurately, but this shall not detract from the necessity to have the salient points summarized in the summary.

ITEM 4 – Name and Incorporation of Issuer:

State the full name of the issuer and the address of its head office and principal office. State the laws under which the issuer was formed, and whether by articles of incorporation, trust indenture or otherwise and the date the issuer came into existence. If material, state whether the documents have been amended.

INSTRUCTIONS:

Particulars of any such documents need be set out only if material to the securities offered by the prospectus. See Item 15.

ITEM 5 – Description of Business:

- (a) Briefly describe the business of the issuer.
- (b) If the issuer has engaged in any business other than that of a mutual fund during the past five years, state the nature of the other business and give the approximate date on which the issuer commenced to operate as a mutual fund. If the issuer's name was changed during the period, state its former name and the date on which it was changed. Indicate briefly the nature and results of any bankruptcy, receivership or similar proceedings or any other material re-organization of the issuer during the period.
- (c) If during the past two years any affiliate of the issuer had any material interest, direct or indirect, in any transaction involving the purchase of any substantial amount of assets presently held by the issuer, describe the interests of the affiliate in such transaction and state the cost of such assets to the purchaser and to the seller.

ITEM 6 – Risk Factors:

- (a) Where appropriate to a clear understanding by investors of the risk factors and speculative nature of the enterprise or the securities being offered, an introductory statement shall be made on the first page or in the summary of the prospectus, summarizing the factors which make the purchase a risk or speculation. The information may be given in the body of the prospectus if an appropriate reference is made on the first page of the prospectus to the risks and the speculative or promotional nature of the enterprise and a cross reference is made to the place in the prospectus where the information is contained.
- (b) Where there is a risk that purchasers of the securities offered may become liable to make an additional contribution beyond the price of the security, disclose any information or facts that may bear on the security holder's assessment of risk associated with the investment.

ITEM 7 – Investment Objectives:

Precisely state the investment objectives of the issuer.

INSTRUCTION:

Aims such as long-term capital appreciation or current income and the types of securities in which the issuer will invest should be described.

ITEM 8 – Investment Practices and Restrictions:

Where it is the policy or proposed policy of the issuer to engage in any of the following types of activities state the policy and the activity. Outline the extent, if any, to which the issuer has engaged in each of the activities during the last five years. Indicate which of the policies may not be changed without security holder approval. For the purposes of this item, the types of activities are:

- (a) the issuance of securities other than the securities offered;
- (b) the borrowing of money;
- (c) the underwriting of securities of other issuers;
- (d) the concentration of investments in a particular class or kind of industry;
- (e) the purchase and sale of real estate;
- (f) the purchase and sale of commodities or commodity future contracts;
- (g) the making of loans, whether secured or unsecured;
- (h) the investment of a specific proportion of assets of the issuer in a specific type of security (for example, bonds, preferred shares, money market instruments);
- (i) the investment of more than 10 per cent of the assets of the issuer in the securities of any one company;
- (j) the investment in more than 10 per cent of the securities of any one company;
- (k) the investment in securities of companies for the purpose of exercising control or management;
- (l) the investment in securities of investment companies or other mutual funds;
- (m) the purchase or sale of mortgages;
- (n) the purchase of securities on margin or selling short;
- (o) the investment in securities which are not fully paid;
- (p) the investment in illiquid securities and securities subject to restriction on resale;
- (q) the investment in foreign securities;
- (r) the investment in gold or gold certificates;
- (s) the pledging, mortgaging or hypothecating of the issuer's assets;
- (t) the sale or purchase of portfolio securities to or from directors or officers of the issuer or of the manager;
- (u) the guaranteeing of securities or obligations of any issuer;
- (v) the purchase of options, rights and warrants;
- (w) the writing of covered or uncovered clearing corporation options;
- (x) the investment in a security which may require the purchaser to make an additional contribution beyond the price of the security;
- (y) any investment other than in securities.

INSTRUCTIONS:

1. It is not necessary to state the policy or list an activity in which the issuer has not and does not propose to be engaged.
2. For the purposes of clause (g), the purchase of debt securities for investment purposes is not to be considered the making of a loan by the issuer.
3. For the purposes of clause (p), where the issuer invests in securities subject to restriction on resale, describe how the securities are to be valued in the determination of net asset value of the fund.

ITEM 9 – Diversification of Assets:

Furnish in substantially the tabular form indicated the following information as at a date within thirty days of the date of the preliminary prospectus or pro forma prospectus with respect to each issuer 5 per cent or more of whose securities of any class are beneficially owned directly or indirectly by the mutual fund or any of its subsidiaries.

TABLE

<i>Name and Address of company</i>	<i>Nature of its principal business</i>	<i>Percentage of securities of any class owned by issuer</i>	<i>Percentage of value of issuer's assets invested therein</i>
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INSTRUCTION:

Where no material change has occurred in the information required by this item since the date of the financial statements included in the prospectus, the information may be given as at the date of the financial statements.

ITEM 10 – Management Fees

- (a) Indicate the method of determining the amount of management fees, distinguishing between those charged to the issuer and those charged directly to security holders, and other expenses, if any, and make a cross reference to the financial statements for details as to the amount of managements fees and other expenses, if any, which have been charged to the issuer.
- (b) Set out in tabular form a record of management expense ratio comprising the aggregate of all fees and other expenses paid or payable by the issuer during each of the last five completed financial years as a percentage of average net assets under administration during each of those periods. Such disclosure should also include a

brief description of the method of calculating the percentage and a statement that the management expense ratio may vary from mutual fund to mutual fund.

INSTRUCTIONS:

1. Where management fees are changed or are proposed to be changed and where such change would have had an effect on the management expense ratio for the most recent financial year, if the change had been in effect throughout the year, the effect of such change should be disclosed.
2. Where the financial year is other than a full year, the management expense ratio should be annualized, the period covered specified and a statement made that the management expense ratio is annualized.
3. For the purposes of this item, "average net assets" should be calculated to be the average of the net assets determined at each valuation date of the issuer and before the deduction of management fees and other expenses, and the term "other expenses" means all other expenses incurred in the course of ordinary business relating to the organization, management and operation of the issuer with exception of the commissions and brokerage fees on the purchase and sale of portfolio securities and taxes of all kinds, other than penalties, to which the issuer is subject.
4. Where an issuer invests in another mutual fund the management expense ratio shall be calculated on the basis of those assets of the issuer on which a management fee is charged.
5. The financial statements should set out in appropriate detail the amounts of the management fee and other expenses, if any, which have been charged to the issuer.
6. The basis or rates of charges levied against security holders rather than the issuer for special services, such as trustee fees for registered retirement savings plans, redemption fees, conversion of investments from one fund to another within related mutual funds, or any other specific service charge to a class of investors, should be disclosed separately, in a single table, and should not be included as part of the management expense ratio.

ITEM 11 – Tax Status of Issuer:

State in general terms the bases upon which the income and capital receipts of the issuer are taxed.

ITEM 12 – Tax Status of Securityholder:

State in general terms the income tax consequences to the holders of the securities offered hereby of:

- (a) any distribution to such holders in the form of dividends or otherwise, including amounts beneficially received by way of reinvestment;
- (b) redemption;
- (c) sale;
- (d) transfer to another mutual fund, if applicable.

ITEM 13 – Promoters:

If any person or company is or has been a promoter of the issuer within the five years immediately preceding the date of the preliminary prospectus or pro forma prospectus, furnish the following information:

- (a) State the names of the promoters, the nature and amount of anything of value (including money, property, contracts, options or rights or any kind) received or to be received by each promoter directly or indirectly from the issuer and the nature and amount of any assets, services or other consideration therefor received or to be received by the issuer.
- (b) As to any assets acquired within the past two years or to be acquired by the issuer from a promoter, state the amount at which acquired or to be acquired and the principle followed or to be followed in determining the amount. Identify the person making the determination and state his relationship, if any, with the issuer or any promoter. State the date that the assets were acquired by the promoter and the cost thereof to the promoter.

ITEM 14 – Legal Proceedings:

Briefly describe any legal proceedings material to the issuer to which the issuer is a party or of which any of its property is the subject. Make a similar statement as to any such proceedings known to be contemplated.

INSTRUCTION:

Include the name of the court or agency, the date instituted, the principal parties thereto, the nature of the claim, the amount claimed, if any, whether the proceedings are being contested and the present status of the proceedings.

ITEM 15 – Description of Shares Offered:

- (a) If shares are being offered, state the description or the designation of the class of shares offered and furnish all material attributes and characteristics including, without limiting the generality of the foregoing, the following information:
 - (i) dividend rights;
 - (ii) voting rights;
 - (iii) liquidation or distribution rights;
 - (iv) pre-emptive rights;
 - (v) conversion rights;
 - (vi) redemption, purchase for cancellation or surrender provisions;
 - (vii) liability to further calls or to assessment by the issuer; and
 - (viii) provisions as to modification, amendment or variation of any such rights or provisions.
- (b) If the rights of holders of such shares may be modified otherwise than in accordance with the provisions attaching to such shares or the provisions of the governing Act relating thereto, so state and explain briefly.

INSTRUCTIONS:

1. This item requires only a brief summary of the provisions that are material from an investment standpoint. Do not set out verbatim the provisions attaching to the shares; only a succinct resume is required.
2. If the rights attaching to the shares being offered are materially limited or qualified by the rights of any other class of securities, or if any other class of securities ranks ahead of or equally with the shares being offered, include information regarding such other securities that will enable investors to understand the rights attaching to the shares being offered. If any shares being offered are to be offered in exchange for other securities, an appropriate description of the other securities shall be given. No information need be given, however, as to any class of securities that is to be redeemed or otherwise retired, provided appropriate steps to assure redemption or retirement have been or will be taken prior to or contemporaneously with the delivery of the shares being offered.
3. In addition to the summary referred to in instruction 1, the issuer may set out verbatim in a schedule to the prospectus the provisions attaching to the shares being offered.

ITEM 16 – Issuance of Other Securities:

If securities other than shares are being offered, outline briefly the rights evidenced thereby.

INSTRUCTION:

The instructions to Item 15 apply to this item with due alteration for points of detail.

ITEM 17 – Dividend Record:

State the amount of dividends or other distributions, if any, paid by the issuer including income beneficially received by way of dividend reinvestment, during its last five completed financial years preceding the date of the preliminary prospectus or pro forma prospectus.

INSTRUCTION:

Dividends should be set out on a per security basis, shown separately for each class of security in respect of each of the financial years. Appropriate adjustments shall be made to reflect changes in capitalization during the period.

ITEM 18 – Directors and Officers:

List the names and home addresses in full or, alternatively, solely the municipality of residence or postal address, of all directors, trustees and officers of the issuer and indicate all positions and offices with the issuer held by each person named, and the principal occupations, within the five preceding years, of each director, trustee and officer.

INSTRUCTIONS:

1. Where the municipality of residence or postal address is listed, the Commission may request that the home address in full be furnished to it.

2. Where the principal occupation of a director, trustee or officer, is that of an officer of a company other than the mutual fund, state the business in which such company is engaged.
3. Where a director or officer has held more than one position in the issuer, or a parent or subsidiary thereof, state only the first and last position held.

ITEM 19 – Executive Compensation:

Complete and attach to or include in this form a Statement of Executive Compensation in Form 38.

ITEM 20 – Indebtedness of Directors and Senior Officers

In regard to:

- (i) each director and each senior officer at the company;
- (ii) each proposed nominee for election as a director of the company; and
- (iii) each associate or affiliate of any such director, senior officer or proposed nominee,

who is or has been indebted to the company or its subsidiaries at any time since the beginning of the last completed financial year of the company, state with respect to each such company or subsidiary the largest aggregate amount of indebtedness outstanding at any time during the last completed financial year, the nature of the indebtedness and of the transaction in which it was incurred, the amount thereof presently outstanding, and the rate of interest paid or charged thereon, but no disclosure need be made of routine indebtedness.

INSTRUCTION:

1. “routine indebtedness” means indebtedness described in any of the following clauses:
 - (a) if an issuer makes loans to employees generally whether or not in the ordinary course of business, then such loans shall be considered to be routine indebtedness if made on terms, including those as to interest or collateral, no more favourable to the borrower than the terms on which loans are made by the issuer to employees generally, but the amount at any time remaining unpaid under such loans to any one director, senior officer or proposed nominee together with his associates or affiliates that are treated as routine indebtedness under this clause (a) shall not exceed \$25,000;
 - (b) whether or not the issuer makes loans in the ordinary course of business, a loan to a director or senior officer shall be considered to be routine indebtedness if:
 - (i) the borrower is a full-time employee of the issuer;
 - (ii) the loan is fully secured against the residence of the borrower; and
 - (iii) the amount of the loan does not exceed the annual salary of the borrower;
 - (c) where the issuer makes loans in the ordinary course of business, a loan shall be considered to be routine indebtedness if made to a person or company other than a full-time employee of the issuer, and if the loan:

- (i) is made on substantially the same terms, including those as to interest rate and collateral, as were available when the loan was made to other customers of the issuer with comparable credit ratings; and
 - (ii) involves no more than usual risks of collectibility; and
 - (d) indebtedness arising by reason of purchases made on usual trade terms or of ordinary travel or expense advances, or for similar reasons shall be considered to be routine indebtedness if the repayment arrangements are in accord with usual commercial practice.
2. State the name and home address in full or, alternatively, solely the municipality of residence or postal address of each person or company whose indebtedness is described.

ITEM 21 – Custodian of Portfolio Securities:

- (a) State the name, principal business address and the nature of the business of each person or company holding portfolio securities of the issuer as custodian and the jurisdiction in which the portfolio securities are physically situate. The name of the custodian may be omitted if it is a bank to which the *Bank Act* (Canada) applies, or otherwise with the consent of the Director.
- (b) Give brief details of the contractual arrangements made with the custodian.

ITEM 22 – Statement of Functions of Issuer and Distribution of Securities:

- (a) Give a concise statement of the manner in which the following functions of the issuer are performed and who is responsible therefor, stating how such functions are coordinated and to the extent that any such functions are not performed by bona fide employees of the issuer, the names and addresses of the persons or companies responsible for performing such functions:
 - (i) management of the issuer other than management of the investment portfolio;
 - (ii) management of the investment portfolio;
 - (iii) providing investment analysis;
 - (iv) providing investment recommendations;
 - (v) making investment decisions;
 - (vi) purchase and sale of the investment portfolio and brokerage arrangements relating thereto; and
 - (vii) distribution of the securities offered.
- (b) List the names and addresses in full, or, alternatively, solely the municipality of residence or postal address of all directors and officers of the companies named in answer to paragraph (a) of this item.
- (c) Indicate the method of determining the amount of management fees and state the total of such fees paid during each of the last five completed financial years and separately for the period from the last completed financial year to a date within thirty days of the preliminary prospectus or pro forma prospectus.
- (d) Indicate the circumstances under which the management agreement may be terminated.
- (e) Indicate conflicts of interest or potential conflicts of interest between the issuer and the persons and companies named in answer to (a).

INSTRUCTIONS:

1. Where an alternate address is listed, the Commission may request that the home address in full be furnished to it.
2. In giving information regarding distribution of securities the name and address of only the principal distributor need be given.
3. In giving information regarding the purchase and sale of the investment portfolio and brokerage arrangements relating thereto the name and address of only the principal broker need be given.
4. In giving information regarding the purchase and sale of the investment portfolio and brokerage arrangements relating thereto give brief details of the following matters:
 - (i) the total cost during the last completed financial year of the issuer of securities acquired, distinguishing between:
 - (a) securities of or guaranteed by the government of any country, or any political subdivision thereof;
 - (b) short-term notes; and
 - (c) other securities;
 - (ii) the total cost of securities held at the beginning and at the end of the issuer's last completed financial year;
 - (iii) the formula, method or criteria used in allocating brokerage business to persons or companies engaged in the distribution of the securities of the issuer;
 - (iv) the formula, method or criteria used in allocating brokerage business to persons or companies furnishing statistical, research or other services to the issuer or the manager of the issuer; and
 - (v) the amount of brokerage paid to the principal broker for the last three completed financial years, giving the total amount paid in each year and expressing the amount paid in each year as a percentage of the total brokerage paid by the issuer.
5. If one or more persons or companies performs more than one of the functions referred to in this item, so state, giving details of all functions so performed.
6. As used in this Form:
 - (a) "principal broker" includes,
 - (i) a person or company through whom the investment portfolio of the issuer is purchased or sold pursuant to a contractual arrangement with the issuer or the manager of the issuer providing for an exclusive right to purchase or sell the investment portfolio of the issuer or any feature which gives or is intended to give a broker or dealer a material competitive advantage over other brokers or dealers in respect of the purchase or sale of the investment portfolio of the issuer, or
 - (ii) a person or company, together with any affiliate, by or through whom 15 per cent or more of the securities transactions of the issuer were carried out; and
 - (b) "brokerage arrangements" or "brokerage business" include all purchases and sales of the investment portfolio, whether effected directly or through an agent.

7. With the consent of the Director, a person who or company that would otherwise be a principal broker may, with respect to any one or more of the items of disclosure required by this Form, be treated as not coming within the definition of a principal broker.

ITEM 23 – Associated Persons:

Furnish the following information as to each person or company named in answer to paragraph (a) of Item 22:

1. If a named person or company is associated with the issuer or is a director or senior officer of or is associated with any affiliate of the issuer or is a director or senior officer of or is associated with any company which is associated with the issuer, so state, and give particulars of the relationship.
2. If the issuer is associated with a named person or company or is associated with any affiliate of a named company or is associated with any company which is associated with the named person or company, so state, and give particulars of the relationship.
3. If any person or company associated with the issuer is also associated with a named person or company, so state, and give particulars of the relationship.
4. If a named person or company has a contract or arrangement with the issuer, give a brief description of the contract or arrangement, including the basis for determining the remuneration of the named person or company and give the amount of remuneration paid or payable by the issuer and its subsidiaries to such person or company during the last completed financial year of the issuer.
5. If a named person or company is associated with any other named person or company, so state, and give particulars of the relationship.
6. Where and to the extent required by the Commission, give the business experience of each named person or company and, in the case of a named company, the directors and officers thereof.

ITEM 24 – Principal Holders of Securities:

Furnish the following information as of a specified date within thirty days prior to the date of the preliminary prospectus or pro forma prospectus, in substantially the tabular form indicated:

- (a) The number of securities of each class of voting securities of:

- (i) the issuer; and
- (ii) the manager of the issuer;

owned of record or beneficially, directly or indirectly, by each person or company who owns of record, or is known by such issuer or manager to own beneficially, directly or indirectly, more than 10 per cent of any class of such securities. Show in Column 5 whether the securities are owned both of record and beneficially, of record only, or beneficially only, and show in Columns 6 and 7 the respective amounts and percentages known by the issuer or manager to be owned in each such manner.

TABLE

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>	<i>Column 5</i>	<i>Column 6</i>	<i>Column 7</i>
<i>Name and address</i>	<i>Name of company</i>	<i>Issuer or relationship thereto</i>	<i>Designation of class</i>	<i>Type of ownership</i>	<i>Number of securities</i>	<i>Percentage of class</i>

- (b) If any person or company named in answer to paragraph (a) owns of record or beneficially, directly or indirectly, more than 10 per cent of,
- (i) any class of voting securities of the principal distributor or the principal broker of the issuer or any parent or subsidiary thereof, or
 - (ii) any proprietorship interest in the principal distributor or the principal broker of the issuer, give the percentage of such securities or the percentage of such proprietorship interest so owned by such person or company.
- (c) The percentage of securities of each class of voting securities beneficially owned, directly or indirectly, by all the directors, trustees and senior officers,
- (i) of the issuer in the issuer or in a parent or subsidiary thereof, and
 - (ii) of the manager of the issuer in such manager or in a parent or subsidiary thereof,
- in the case of each company as a group, without naming them.

TABLE

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Name of Company</i>	<i>Issuer or Relationship thereto</i>	<i>Designation of class</i>	<i>Percentage of class</i>
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INSTRUCTIONS:

1. Where a company is shown by the issuer as owning directly or indirectly more than 10% of any class of such securities, the Director may require the disclosure of such additional information as is necessary to identify any individual who, through his direct or indirect ownership of voting securities in the company owns directly or indirectly more than 10% of any class of such securities. The name of such an individual should be disclosed in a footnote to the table described in paragraph (a).
2. For the purposes of paragraph (a), securities owned beneficially, directly or indirectly, and of record shall be aggregated in determining whether any person or company owns more than 10% of the securities of any class.
3. For the purposes of clause (i) of paragraph (a), where no material change has occurred in the information required by such clause since the date of the financial statements included in the prospectus, information may be given as of the date of the financial statements.
4. If voting securities are being offered in connection with, or pursuant to, a plan of acquisition, amalgamation or reorganization, indicate, as far as practicable, the respective holdings of voting securities that will exist after giving effect to the plan.

5. If, to the knowledge of the issuer, more than 10 per cent of any class of voting securities of the issuer or if, to the knowledge of the manager of the issuer, more than 10 per cent of any class of voting securities of such manager are held or are to be held subject to any voting trust or other similar agreement, state the designation of such securities, the number held or to be held and the duration of the agreement. Give the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.
6. If, to the knowledge of the issuer, the parent of the issuer, the manager or the parent of the manager, any person or company named in answer to paragraph (a) is an associate or affiliate of any other person or company named therein, disclose, in so far as known, the material facts of such relationship, including any basis for influence over the issuer enjoyed by the person or company other than the holding of voting securities of the issuer.

ITEM 25 – Interest of Management and Others in Material Transactions:

Describe briefly, and where practicable state the approximate amount of, any material interest direct or indirect, of any of the following persons or companies in any transaction within the three years prior to the date of the preliminary prospectus or pro forma prospectus, or in any proposed transaction which has materially affected or will materially affect the issuer:

- (i) the manager of the issuer;
- (ii) the principal distributor of the issuer;
- (iii) the principal broker of the issuer;
- (iv) any director, senior officer or trustee of the issuer or of any company referred to in clauses (i), (ii) or (iii) hereof;
- (v) any securityholder named in answer to paragraphs (a) of Item 24; and
- (vi) any associate or affiliate of any of the foregoing persons or companies.

INSTRUCTIONS:

1. Give a brief description of the material transaction. Include the name and address of each person or company whose interest in any transaction is described and the nature of the relationship by reason of which such interest is required to be described.
2. As to any transaction involving the purchase or sale of assets by or to the issuer otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and the cost thereof to the seller if acquired by the seller within two years prior to the transaction.
3. This item does not apply to any interest arising from the ownership of securities of the issuer where the security holder receives no extra or special benefit or advantage not shared on an equal basis by all other holders of the same class of securities or all other holders of the same class of securities who are resident in Canada.
4. No information need be given in answer to this item as to any transaction or any interest therein, where:
 - (i) the rates or charges involved in the transaction are fixed by law or determined by competitive bids;

- (ii) the interest of a specified person or company in the transaction is solely that of a director or another company that is party to the transaction;
 - (iii) the transaction involves services as a bank or other depository of funds, transfer agent, registrar, trustee under a trust indenture or other similar services;
 - (iv) the interest of a specified person or company, including all periodic instalments in the case of any lease or other agreement providing for periodic payments or instalments, does not exceed \$50,000; or
 - (v) the transaction does not, directly or indirectly, involve remuneration for services, and
 - (A) the interest of a specified person or company arose from the beneficial ownership, direct or indirect, of less than 10 per cent of any class of voting securities of another company that is a party to the transaction,
 - (B) the transaction is in the ordinary course of business of the issuer.
5. Information shall be furnished in answer to this item with respect to transactions not excluded above that involve remuneration, directly or indirectly, to any of the specified persons or companies for services in any capacity unless the interest of the person or company arises solely from the beneficial ownership, direct or indirect, of less than 10 per cent of any class of voting securities of another company furnishing the service to the issuer or its subsidiaries.
6. This item does not require the disclosure of any interest in any transaction unless that interest and transaction are material.

ITEM 26 – Auditors, Transfer Agents and Registrars:

- (a) State the name and address of the auditors of the issuer.
- (b) Where shares are offered, state the names of the issuer's transfer agents and registrars and the location (by municipalities) of the registers of transfers of each class of shares of the issuer. Where securities other than shares are offered, state the location (by municipalities) of each register on which transfers of such securities may be recorded.

ITEM 27 – Material Contracts:

Give particulars of every material contract entered into within the two years prior to the date of the preliminary prospectus or pro forma prospectus, by the issuer and state a reasonable time and place at which any such contract or a copy thereof may be inspected during distribution of the securities being offered.

INSTRUCTIONS:

1. The term "material contract" for this purpose means any contract that can reasonably be regarded as presently material to the proposed investor in the securities being offered.
2. Set out a complete list of all material contracts, indicating those which are disclosed elsewhere in the prospectus and provide particulars with respect to those material contracts about which particulars are not given elsewhere in the prospectus. This item

does not require disclosure of contracts entered into in the ordinary course of business of the issuer.

3. Particulars of contracts should include the dates of, parties to, consideration and general nature of the contracts, succinctly described.
4. Particulars of contracts need not be disclosed, or copies of such contracts made available for inspection, if the Director determines that such disclosure or making-available would impair the value of the contract and would not be necessary for the protection of investors.

ITEM 28 – Other Material Facts:

Give particulars of any other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items.

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.