

ASC NOTICE 32

EXPEDITED REVIEW OF SHORT FORM PROSPECTUSES AND RENEWAL AIFS

To expedite the review and receipt of short form prospectuses and the review and acceptance of renewal annual information forms ("Renewal AIFs") filed under the prompt offering qualification system (the "POP System") in more than one province or territory and to provide for continuing uniformity of administration of securities legislation, the following securities regulatory authorities (the "Participating Jurisdictions") have entered into a Memorandum of Understanding (the "Memorandum of Understanding") setting out the procedures to be followed by an eligible issuer or selling security holder (the "Issuer") to obtain a preliminary and final receipt for a short form prospectus or acceptance of a Renewal AIF on an expedited basis ("Expedited Review"):

- Alberta Securities Commission
- British Columbia Securities Commission
- Manitoba Securities Commission
- Nova Scotia Securities Commission
- Office of the Administrator of Securities, New Brunswick
- Ontario Securities Commission
- Registrar under the Prince Edward Island Securities Act
- Registrar of Securities under the Securities Act, Northwest Territories
- Registrar of Securities under the Yukon Territory Securities Act
- Saskatchewan Securities Commission
- Securities Commission of Newfoundland

The Alberta Securities Commission (the "Commission") is publishing the Memorandum of Understanding to facilitate the use of Expedited Review in Alberta in the Alberta Securities Commission Weekly Summary ("Weekly Summary") of November 4, 1994. Other Participating Jurisdictions are taking equivalent steps.

The Memorandum of Understanding is substantially the same as the proposal (the "Proposal") for expedited review that the Canadian Securities Administrators (the "CSA") published for comment in August, 1994 but reflects, as discussed below, many of the comments received by the CSA on the Proposal. The Memorandum of Understanding takes effect on November 15, 1994.

The Commission is concurrently publishing in the Weekly Summary a Permission granted by the Director under subsection 70(3) of the Securities Act (Alberta) which facilitates Expedited Review by permitting representations as to the listing or quotation of securities on a stock exchange or an automatic quotation system provided certain conditions are met.

Each Participating Jurisdiction expects Issuers to comply with all local requirements of each province or territory in which they propose to distribute securities under Expedited Review.

Coordination with the Commission des valeurs mobilières du Québec

The Commission des valeurs mobilières du Québec (the CVMQ") has participated in the discussions relating to the Memorandum of Understanding and agrees with its basic purpose and intent. However, the CVMQ is not currently in a position to become a Participating Jurisdiction under the Memorandum of Understanding.

An Issuer filing a preliminary short form prospectus or short form prospectus with Participating Jurisdictions and the CVMQ may nonetheless elect Expedited Review and file under National Policy Statement No. 1 ("NPS 1") provided it selects its Designated Jurisdiction under Expedited Review as its Principal Jurisdiction for the purposes of NPS 1. In these circumstances, the Issuer will be dealing only with its Designated Jurisdiction and the CVMQ, unless one or more Participating Jurisdictions opt out of Expedited Review. The CVMQ has generally agreed to review any preliminary short form prospectus filed under Expedited Review within three working days.

Alternatively, an Issuer wishing to offer securities throughout Canada can file its preliminary short form prospectus under NPS 1 and the review process will be conducted in the same manner as prior to the implementation of Expedited Review. If it does so, it may select any province that is prepared to act in such capacity as its Principal Jurisdiction for the purposes of NPS 1. The Issuer may elect to receive a National Policy No. 1 Receipt that will have the same effect as prior to the implementation of Expedited Review.

Discussion of Comments

Eight comment letters were received in response to the Request for Comments which accompanied the Proposal. Copies of these comment letters, other than those regarding which confidentiality was specifically requested, are available for inspection through the public filing system maintained by or on behalf of the British Columbia, Alberta and Ontario Securities Commissions.

Commentators were generally supportive of the Proposal. Some commentators requested that the procedures be extended to apply to renewal simplified prospectuses and annual information forms filed by mutual funds under National Policy Statement No. 36 or Initial AIFs. Other commentators suggested technical changes to clarify the application and effect of Expedited Review.

The Request for Comments published along with the Proposal indicated that the CVMQ was not a Participating Jurisdiction under the Proposal and contained alternative procedures under which the CVMQ was likely to agree to participate in a system of expedited review for short form prospectuses. Several of the commentators expressed concern that the CVMQ was not a Participating Jurisdiction under the Proposal.

The Memorandum of Understanding takes into account many of the comments received concerning the Proposal. This notice discusses the significant comments received on, and changes made to the Proposal. Issuers and their advisors are encouraged to review the Memorandum of Understanding in its entirety.

Eligibility

The Participating Jurisdictions recognize that it may be appropriate to extend the procedures implemented under Expedited Review to other issuers and types of distributions, but wish to defer any expansion of the eligibility criteria until Expedited Review has been operating long enough to allow them to take their experience with Expedited Review into consideration when examining whether or not to extend it.

After considering comments received, it was decided not to extend the availability of Expedited Review to renewal simplified prospectuses and annual information forms filed by mutual fund issuers for the reason stated above and to allow consideration of this issue in light of any proposal for change that might result from the overall review of the investment funds industry currently underway in Ontario.

The Participating Jurisdictions also decided not to extend the availability of Expedited Review to Initial AIFs or the situation where an Issuer files a Renewal AIF in a Participating Jurisdiction in which it has never filed an Initial AIF because some of the Participating Jurisdictions wish to retain their individual review procedures in recognition of the fact that the Initial AIF is the foundation for entry into the POP System in a particular Jurisdiction. For similar reasons, one commentator's suggestion that a waiver under section 4.5 of National Policy Statement No. 47 ("NPS 47") be considered by only the Designated Jurisdiction was not adopted. Such a waiver if granted amounts to a variation of NPS 47 for the particular Issuer, and although certain waivers may be technical in nature, others may raise substantive issues.

The Proposal provided that Expedited Review would not be available for distributions of derivative securities. In view of concerns expressed as to the meaning of derivative securities, the Memorandum of Understanding includes a definition of derivative securities.

Effect of Opting Out by a Participating Jurisdiction

Some commentators were concerned about the ability of Participating Jurisdictions to opt out of Expedited Review. The Participating Jurisdictions reasonably expect that any uncertainty created by the opting out provisions will be reduced over time as Issuers gain experience with the limited circumstances under which the opting out provisions are used.

In response to comments received, the Memorandum of Understanding clarifies that where a Participating Jurisdiction opts out of Expedited Review for a particular preliminary short form prospectus, the preliminary expedited review receipt document remains effective for the preliminary short form prospectus filed in that Participating Jurisdiction. It also clarifies that where a Participating Jurisdiction opts out of Expedited Review the Issuer must file, as soon as is possible, the usual preliminary materials with the Participating Jurisdiction opting out. That Participating Jurisdiction will then conduct its own review of the particular short form prospectus in accordance with procedures under NPS 1.

Application of Expedited Review to Other Policy Statements

The Memorandum of Understanding clarifies that the filing procedures for a preliminary short form prospectus and short form prospectus set out in Section 6.3 of NPS 47 are subject to the filing procedures provided under the Memorandum of Understanding for Issuers electing Expedited Review.

Fees

One commentator suggested that the fees payable to Participating Jurisdictions other than the Designated Jurisdiction be reduced. Since the fees payable by a particular Issuer are designed to support the overall securities regulatory system for the benefit of the Issuer, the Issuer's security holders and other capital market participants and are not related to the workload associated with the review of a particular preliminary short form prospectus or Renewal AIF, this comment was not adopted.

Designated Jurisdiction

Schedule "A" has been updated to show the Designated Jurisdiction assigned to Issuers as at October 1, 1994.

Selective Review

In the Memorandum of Understanding the Participating Jurisdictions acknowledge that a Participating Jurisdiction may adopt and implement a system of selective review of filings that would apply to preliminary short form prospectuses under Expedited Review. The Memorandum of Understanding provides that any Participating Jurisdiction adopting a system of selective review will agree to notify the other Participating Jurisdictions if and when it adopts a system of selective review and will provide sufficient information to those Participating Jurisdictions for them to assess the scope of review under the system of selective review.

The Ontario Securities Commission and its Director have adopted a system of selective review which came into effect on October 3, 1994 and which the Participating Jurisdictions acknowledge will be applied to preliminary short form prospectuses and Renewal AIFs filed under Expedited Review. This selective review system is described in a notice entitled "Selective Review System" published in the OSC Bulletin dated September 16, 1994 at (1994), 17 OSCB 4387.

Responsibility for compliance with applicable securities legislation, policies and practices remains with Issuers and their advisors. The fact that a document is not selected for review in no way detracts from such responsibility. Issuers are cautioned that it may not be appropriate to rely on a short form prospectus or a Renewal AIF as a precedent notwithstanding that the Ontario Securities Commission, as the Issuer's Designated Jurisdiction, has issued an expedited review receipt document for it or accepted it as a Renewal AIF since not all preliminary short form prospectuses and Renewal AIFs are reviewed in the selective review system.

For information, please contact any of the following:

Glenda A. Campbell
Senior Legal Counsel
Alberta Securities Commission
(403) 427-5201

Louyse Gauvin
Policy Advisor
British Columbia Securities Commission
(604) 660-4800

Susan I. McCallum
Policy Advisor to the Chairman
Ontario Securities Commission
(416) 593-8248

**MEMORANDUM OF UNDERSTANDING
FOR EXPEDITED REVIEW OF SHORT FORM
PROSPECTUSES AND RENEWAL AIFS**

1. PURPOSE

The Participating Jurisdictions recognize the ongoing need to improve the efficiency of the Canadian capital markets by speeding up the prospectus review process and by reducing costs for senior issuers. The Participating Jurisdictions are especially cognizant of the timing difficulties encountered by Issuers accessing public capital markets when required to deal with the various jurisdictions involved in securities regulation across Canada. In response, the Participating Jurisdictions have agreed to expedite the review and receipt of short form prospectuses and review and acceptance of Renewal AIFs filed under the prompt offering qualification system in more than one Canadian jurisdiction and have reached the following understanding with respect to the procedure to be followed by the Participating Jurisdictions. The Participating Jurisdictions believe that Expedited Review represents a step towards increased harmonization and the elimination of duplication in the current securities regulatory system.

2. INTERPRETATION

Capitalized terms have the meaning assigned to them in NPS 47 unless defined below:

"Designated Jurisdiction" means the Securities Regulatory Authority or Applicable Regulator, as the context requires, of the province or territory assigned to each Issuer eligible to use the POP System as at October 1, 1994 as set out in Schedule "A", as amended from time to time, or as communicated to the Issuer at the time of acceptance of its Initial AIF;

"Expedited Review" means the expedited review system and procedures provided for under this Memorandum of Understanding;

"Expedited Review Committee" means the working committee established by the Participating Jurisdictions;

"Facsimile" means a facsimile or other form of electronic communication;

"Final Filing Materials" means:

- (a) the documents and fees that are required to be filed with the various provinces and territories in connection with a preliminary short form prospectus and short form prospectus as specified in the "Table of Documents to be filed in respect of the Clearance of National Issues" forming part of NPS 1; and
- (b) all comment letters issued by the Designated Jurisdiction and responses thereto;

"Issuer" means issuer or selling security holder, as the context requires;

"NPS 1" means National Policy Statement No. 1, as amended from time to time;

"NPS 47" means National Policy Statement No. 47, as amended from time to time;

"Non-Participating Jurisdiction" means a Securities Regulatory Authority or Applicable Regulator, as the context requires, of a province or territory that is not a Participating Jurisdiction;

"Participating Jurisdiction" means:

- (a) a Securities Regulatory Authority or Applicable Regulator, as the context requires, of a province or territory that has agreed to participate in Expedited Review; or
- (b) any other Securities Regulatory Authority or Applicable Regulator, as the context requires, of a province or territory that becomes a participant in the manner set out in 4 below;

"Preliminary Materials" means the documents and fees that are required to be filed with the various provinces and territories with a preliminary short form prospectus as specified in the "Table of Documents to be filed in respect of the Clearance of National Issues" forming part of NPS 1;

"POP System" means the prompt offering qualification system for the distribution by an Issuer of securities of an Issuer by means of a short form prospectus as contemplated in NPS 47 or the Québec Securities Act and Securities Regulation;

"Undertaking" means the undertaking addressed to each of the Participating Jurisdictions other than the Designated Jurisdiction to file the Final Filing Materials within three working days following the date of the final expedited review receipt document.

3. RETENTION OF DISCRETION

Expedited Review involves no surrender of jurisdiction by any Participating Jurisdiction. Each of the Participating Jurisdictions retains the statutory discretion to review and receipt or refuse to issue a receipt for a particular short form prospectus.

4. SCOPE

This Memorandum of Understanding sets out the procedures agreed to by each of the Participating Jurisdictions governing the implementation and operation of Expedited Review.

At any time after the effective date of the Memorandum of Understanding, any Non-Participating Jurisdiction may become a Participating Jurisdiction by giving notice of its desire to participate in Expedited Review and executing a counterpart of the Memorandum of Understanding.

5. ELIGIBILITY

An Issuer will be eligible to elect Expedited Review for:

- (a) distributions of its securities unless those securities are derivative securities¹ in more than one Participating Jurisdiction under the POP System; and
- (b) Renewal AIFs filed in more than one Participating Jurisdiction under NPS 47.

6. CONSULTATION

Each of the Participating Jurisdictions may appoint one representative to the Expedited Review Committee. The Expedited Review Committee will be responsible for ensuring consistency of review of filings and coordinating any changes or amendments to and otherwise monitoring Expedited Review.

7. DESIGNATED JURISDICTION

The Expedited Review Committee will assign a Designated Jurisdiction to each Issuer eligible to participate in the POP System. All decisions of the Expedited Review Committee will be based on its view of what is most administratively efficient and will be final. Each of the Securities Regulatory Authorities of Alberta, British Columbia, Manitoba, Nova Scotia, Ontario and Saskatchewan have agreed to act as Designated Jurisdictions. Designated Jurisdictions of Issuers eligible to participate in the POP System as at October 1, 1994 are set out in Schedule "A".

Any Issuer becoming eligible to use the POP System after October 1, 1994 will be assigned a Designated Jurisdiction by the Expedited Review Committee prior to acceptance of the Issuer's Initial AIF. The Designated Jurisdiction will notify the Issuer that it is the Issuer's Designated Jurisdiction at the time of acceptance of the Issuer's Initial AIF.

Schedule "A" will be amended and republished from time to time.

An Issuer electing Expedited Review is required to use the Designated Jurisdiction assigned to that Issuer. An Issuer filing a preliminary short form prospectus or short form prospectus with a Non-Participating Jurisdiction may, nonetheless, elect Expedited Review and file under NPS 1, provided it selects the Issuer's Designated Jurisdiction as its Principal Jurisdiction for the purposes of NPS 1.¹

8. EXPEDITED REVIEW PROCESS FOR SHORT FORM PROSPECTUSES

8.1 Applications for Relief

The Issuer is responsible for making application for any exemptive relief which may be needed from any Participating Jurisdiction. Application should be made prior to filing Preliminary Materials in the Designated Jurisdiction under Expedited Review. Where an application cannot be made prior to the filing of the Preliminary Materials, it must be made contemporaneously with the filing.

If relief has not been obtained within the time for opting out of Expedited Review, the issuance of a final expedited review receipt document may be delayed or the Participating Jurisdiction (in which the relief is required) may opt out for the particular filing.

8.2 Filing Procedures for Preliminary Materials

The Issuer must indicate in the covering letter filed with the preliminary short form prospectus that it is electing Expedited Review and identify the provinces and territories in which the preliminary short form prospectus is being filed.

The Issuer shall file the Preliminary Materials with the Designated Jurisdiction only and, on the same day, send a Facsimile of the covering letter, preliminary short form prospectus and Undertaking to each of the other Participating Jurisdictions in which the Issuer proposes to distribute securities.

8.3 Preliminary Expedited Review Receipt Document

If the Preliminary Materials are acceptable, the Designated Jurisdiction will issue the preliminary expedited review receipt document. Immediately after its issuance, the Designated Jurisdiction will send, by Facsimile, the preliminary expedited review receipt document to each Participating Jurisdiction where the preliminary short form prospectus was filed.

The preliminary expedited review receipt document evidences that a preliminary receipt has been issued by each Participating Jurisdiction in which the preliminary short form prospectus was filed, including those that have opted out.

The preliminary expedited review receipt document will bear on its face the following legend:

"This preliminary expedited review receipt document confirms that preliminary receipts of (name each Participating Jurisdiction in which the preliminary short form prospectus was filed) have been issued".

Certain jurisdictions will support the statements in the preliminary expedited review receipt document by in fact issuing a local preliminary receipt. In those jurisdictions a filing under Expedited Review will be treated as a request to hold the local preliminary receipt on behalf of the Issuer unless the Issuer requests physical possession of the preliminary receipts from those jurisdictions.

8.4 Review

A Participating Jurisdiction will have two working days following the date of the preliminary expedited review receipt document to conduct such review as it considers appropriate to determine whether it wishes to opt out of Expedited Review for that particular filing (see section 8.6 - Opting Out Procedures). In most cases, this review of the preliminary short form prospectus will be restricted to identifying any specific concerns with the transaction, the related disclosure or any other special circumstances.

Unless a Participating Jurisdiction notifies, by Facsimile, the Designated Jurisdiction otherwise within the two working days, it will, by its silence, have confirmed its participation in Expedited Review.

The Participating Jurisdictions acknowledge that a Participating Jurisdiction may adopt and implement a system of selective review of filings that would apply to preliminary short form prospectuses under Expedited Review. Any Participating Jurisdiction adopting a system of selective review will agree to notify the other Participating Jurisdictions if and when it adopts a system of selective review and will provide sufficient information to those Participating Jurisdictions for them to assess the scope of review under the system of selective review.

The Designated Jurisdiction is responsible for issuing comments to the Issuer arising out of its review. The comment letter will identify any Participating Jurisdictions that have opted out of Expedited Review. Comments will be issued within three working days following the date of filing of the preliminary short form prospectus unless, in the opinion of the Designated Jurisdiction, the proposed offering is too complex to be reviewed adequately within the three working days.³ In these circumstances, the Designated Jurisdiction will, by the end of the first working day following the date of the preliminary expedited review receipt document, notify the Issuer and the other Participating Jurisdictions by Facsimile that the time period will be extended to that applicable to prospectuses (other than short form prospectuses) and AIFs under NPS 1. Responses to comments should be in writing addressed to and will be resolved by the Designated Jurisdiction.

If the Designated Jurisdiction determines that it is not prepared to recommend that a final expedited review receipt document be issued for a particular short form prospectus, it will notify the Issuer and each of the Participating Jurisdictions that has not opted out of Expedited Review of its decision. At that point, the Issuer is obliged to co-ordinate the review process with each Participating Jurisdiction and Expedited Review is no longer applicable to this filing. Each of the Participating Jurisdictions will determine in accordance with its normal procedure whether or not to issue a final receipt for the short form prospectus.

8.5 Final Expedited Review Receipt Document

Designated Jurisdiction

The Designated Jurisdiction will issue the final expedited review receipt document if:

- (a) at least two working days have elapsed following the date of the preliminary expedited review receipt document;
- (b) all comments have been resolved with the Designated Jurisdiction; and
- (c) the Designated Jurisdiction has received, in acceptable form, the documents and fees that are required to be filed in that province in connection with a short form prospectus as specified in the "Table of Documents to be filed in respect of the Clearance of National Issues" forming part of NPS 1.

The issuance of the final expedited review receipt document by the Designated Jurisdiction will evidence that a final receipt has been issued by each Participating Jurisdiction in which the preliminary short form prospectus was filed other than those that have opted out of Expedited Review.

The final expedited review receipt document will bear on its face the following legend:

"This final expedited review receipt document confirms that receipts of (name each Participating Jurisdiction in which the preliminary short form prospectus was filed [except any that have opted out]) have been issued."

The Designated Jurisdiction will send, by Facsimile, the final expedited review receipt document immediately after its issuance to each Participating Jurisdiction in which the preliminary short form prospectus was filed other than those that have opted out of Expedited Review.

Certain jurisdictions will support the statements in the final expedited review receipt document by in fact issuing a local final receipt. In those jurisdictions a filing under Expedited Review will be treated as a request to hold the local final receipt on behalf of the Issuer unless the Issuer requests physical possession of the final receipts from those jurisdictions.

Participating Jurisdictions Other Than the Designated Jurisdiction

The Issuer, in accordance with its Undertaking, will file with the Participating Jurisdictions, other than the Designated Jurisdiction and those Participating Jurisdictions that have opted out of Expedited Review, the Final Filing Materials before the end of the third working day following the date of the final expedited review receipt document.

If the final expedited review receipt document is not issued in respect of a Participating Jurisdiction, the Undertaking is of no effect for that Participating Jurisdiction, except for fees. For greater certainty, Issuers will always be required to pay the relevant filing fees incurred in the Participating Jurisdictions in which the preliminary short form prospectus or short form prospectus was filed.

8.6 Opting Out Procedures

Each Participating Jurisdiction is entitled to opt out of Expedited Review for any particular preliminary short form prospectus. Any Participating Jurisdiction choosing to opt out of Expedited Review for a particular preliminary short form prospectus will notify the Issuer, the Designated Jurisdiction and all other Participating Jurisdictions, by Facsimile, before the end of the second working day following the date of the preliminary expedited review receipt document.

If a Participating Jurisdiction opts out of Expedited Review for a particular preliminary short form prospectus, the procedures set out in NPS 1 apply regarding that particular preliminary short form prospectus in that jurisdiction.

Immediately upon receipt of notification from a Participating Jurisdiction that it has opted out of Expedited Review with respect to a particular preliminary short form prospectus filing, the Issuer shall file Preliminary Materials with that Participating Jurisdiction. Notwithstanding the time periods provided for short form prospectuses in NPS 1, if the Preliminary Materials are not filed expeditiously with the Participating Jurisdiction opting out, the time periods provided for under NPS 1 may not be met by the Participating Jurisdiction opting out of Expedited Review.

A Participating Jurisdiction that has opted out of Expedited Review for a particular filing may opt back in at any time prior to the issuance of the final expedited review receipt document by notifying the Designated Jurisdiction, the other Participating Jurisdictions and the Issuer, by Facsimile. It is the responsibility of that Participating Jurisdiction to ensure that the final expedited review receipt document has not been issued prior to its opting back into Expedited Review.

9. EXPEDITED REVIEW PROCESS FOR RENEWAL AIFS

9.1 Filing Procedures

As an alternative to the Renewal AIF review procedure set out in section 5.2 of NPS 47, an Issuer may elect Expedited Review of its Renewal AIF filed with more than one Participating Jurisdiction. Where an Issuer elects Expedited Review, the procedures set out in section 5.2 of NPS 47 apply mutatis mutandis to the acceptance of a Renewal AIF under Expedited Review subject to the modifications described below.

The Issuer must indicate in the covering letter filed with its Renewal AIF that it is electing Expedited Review and must identify each province or territory in which its Renewal AIF is being filed.

If the Issuer is filing its Renewal AIF in more than one Participating Jurisdiction and in a Non-Participating Jurisdiction, it may nonetheless elect Expedited Review and be subject to selective review under section 5.2(6). In this case, the Designated Jurisdiction shall be the only Participating Jurisdiction to select the Issuer's Renewal AIF for review under section 5.2(6)(a) of NPS 47 and the Participating Jurisdictions anticipate the procedures set forth in section 5.2(6)(b), (d), (e) and (f) of NPS 47 will be followed by each Non-Participating Jurisdiction in which the Renewal AIF is filed.

The Issuer shall file the covering letter, Renewal AIF and supporting documents, in the number of copies specified for each province and territory in the "Table of Documents to be filed in respect of the Clearance of National Issues" forming part of NPS 1, with the Designated Jurisdiction and each Participating Jurisdiction in which its Renewal AIF is being filed.

9.2 Expedited Notice of Acceptance

The Designated Jurisdiction shall immediately accept for filing a Renewal AIF filed in accordance with section 5.2(1) of NPS 47 and shall forward to the Issuer an expedited notice of acceptance document of its Renewal AIF. Immediately after its issuance, the Designated Jurisdiction will send, by Facsimile, the expedited notice of acceptance to each Participating Jurisdiction where the Renewal AIF has been filed.

The expedited notice of acceptance document will evidence that the Renewal AIF has been accepted by each Participating Jurisdiction in which the Renewal AIF was filed.

The expedited notice of acceptance document will state the following:

"This expedited notice of acceptance confirms that the renewal annual information form of (name the Issuer) dated --- has been accepted under National Policy Statement No. 47 by (name the Participating Jurisdictions in which the Renewal AIF has been filed)."

Issuers will not have to obtain a separate notice of acceptance from each of the Participating Jurisdictions.

9.3 Review of Renewal AIFs

Where an Issuer has elected Expedited Review for its Renewal AIF filed under section 5.2(1) of NPS 47, the Renewal AIF is only subject to selective review under section 5.2(6) of NPS 47 by the Designated Jurisdiction and any Non-Participating Jurisdiction.

Where an Issuer files its Renewal AIF and supporting documents in the circumstances described in either section 5.2(2) or 5.2(3) of NPS 47 and elects Expedited Review, the Renewal AIF shall only be subject to the review procedures referred to in section 5.1 of NPS 47 by the Designated Jurisdiction and any Non-Participating Jurisdiction.

Where the Designated Jurisdiction either reviews under section 5.2(2) or 5.2(3) or selects an Issuer's Renewal AIF for review under section 5.2(6) of NPS 47, no other Participating Jurisdiction will conduct a review of the Renewal AIF.

For the purposes of section 5.2(6)(a) of NPS 47, the Designated Jurisdiction shall forward, within 10 days of its acceptance of the Renewal AIF, by Facsimile, a notice to the Issuer, the other Participating Jurisdictions and any Non-Participating Jurisdiction in which the Renewal AIF was filed, stating that the Issuer's Renewal AIF will be reviewed.

During any review period, all copies of the Renewal AIF provided to any Person by the Issuer shall have in bold faced type⁴ on the outside front cover page the following statement or any variation that the Issuer's Designated Jurisdiction may permit:

"This annual information form has been accepted for filing in (name of each Participating or Non-Participating Jurisdiction in which the Renewal AIF has been filed) but is currently subject to review by securities regulatory authorities of one or more provinces or territories of Canada. Information contained herein is subject to change."

As soon as practical after the completion of any review, or upon the Issuer filing a Revised AIF, if necessary, the Designated Jurisdiction shall issue a document stating that the review is completed and that either the Renewal AIF as filed or the Revised AIF, if any, is satisfactory to the Designated Jurisdiction. This document shall be sent to the Issuer with a copy to any other province or territory in which the Renewal AIF was filed.

Upon receipt of the document(s) referred to above from the Designated Jurisdiction and any Non-Participating Jurisdiction reviewing the Issuer's Renewal AIF, the Issuer shall promptly

- (a) if revisions were necessary, file the Revised AIF with all provinces and territories in which the Renewal AIF was filed and forward a copy of the Revised AIF to any Person who received a legended Renewal AIF and,
- (b) if revisions were not necessary, forward a notice that the review of the Renewal AIF is completed and that no revisions were necessary to any Person who received a legended Renewal AIF

If a Revised AIF is filed, it shall be identified as such.

An Issuer shall not be entitled to a receipt for a final prospectus either evidenced by a final expedited review receipt document or otherwise until the Issuer notifies the Designated Jurisdiction that a Revised AIF, if any, has been filed with all the provinces and territories in which its Renewal AIF was filed.

Where an Issuer falls within the circumstances described in either sections 5.2(7) or 5.2(8) of NPS 47, the Issuer's preliminary short form prospectus and Renewal AIF will be reviewed at the same time within the time limits referred to in section 8, entitled "Expedited Review Process For Short Form Prospectuses", and the issuance of the expedited review receipt document for the short form prospectus will be subject in either case to the same condition as set out in section 5.2(7) of NPS 47.

10. IMPACT OF MEMORANDUM OF UNDERSTANDING

Where an Issuer has elected Expedited Review and follows the procedures set out herein for filing a preliminary short form prospectus and short form prospectus, the filing procedures for a preliminary short form prospectus and short form prospectus provided in section 6.3 of NPS 47 shall be subject to the filing procedures provided for under this Memorandum of Understanding .

The procedures for clearing short form prospectuses or Renewal AIFs under NPS 1 and NPS 47 used by any Non-Participating Jurisdiction will not be affected by Expedited Review.

Where a Non-Participating Jurisdiction is selected as Principal Jurisdiction by an Issuer, Expedited Review is not available and the procedures provided under NPS 47 will be followed.

11. CHRONOLOGY

Attached as Schedule "B" is a chronology which illustrates Expedited Review.

12. COUNTERPARTS

This Memorandum of Understanding may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument.

This Memorandum Of Understanding is effective as of this 15th day of November, 1994.

"William L. Hess"

William L. Hess, Q.C.
Chairman of the Board
Alberta Securities Commission

"Robert B. MacLellan"

Robert B. MacLellan, Chairman
Nova Scotia Securities Commission

"Douglas M. Hyndman"

Douglas M. Hyndman, Chair
British Columbia Securities Commission

"Edward J. Waitzer"

Edward J. Waitzer, Chair
Ontario Securities Commission

"Jocelyn Samson"

Jocelyn Samson, Chairman of the Commission
Manitoba Securities Commission

"Edison Shea"

Edison Shea, Registrar of Securities
Department of Provincial Affairs
and Attorney General
Prince Edward Island

"Donne W. Smith Jr."

Donne W. Smith Jr., Administrator
Office of the Administrator of Securities
New Brunswick

"Marcel de la Gorgendiere"

Marcel de la Gorgendiere, Chairman
Saskatchewan Securities Commission

"George F. Kennedy"

George F. Kennedy, Director of Securities
Department of Justice
Government of Newfoundland and Labrador

"M. Richard Roberts"

M. Richard Roberts
Registrar of Securities,
Government of Yukon

"Gary I. MacDougall"

Gary I. MacDougall, Registrar of Securities
Government of Northwest Territories

ENDNOTES:

1. Derivative securities generally include securities the value of which, or the return from, is based upon the market price, value or return of one or more underlying securities or commodities or upon the level of one or more financial benchmarks such as interest rates, foreign exchange rates or stock market indices. For the purposes of this Memorandum of Understanding, derivative securities do not include warrants or other securities exchangeable for, or convertible into, securities issued by the issuer or an affiliate of the issuer.
2. For example, if a POP issuer wishes to offer securities throughout Canada, it should file a preliminary short form prospectus under NPS 1, and may, provided it selects its Designated Jurisdiction as its Principal Jurisdiction for the purposes of NPS 1, elect Expedited Review. In this case, the Designated Jurisdiction will act as the Principal Jurisdiction under NPS 1 and the Designated Jurisdiction under Expedited Review.

On receipt of acceptable materials, the Designated Jurisdiction will issue a preliminary expedited review receipt document that will evidence the issuance of a preliminary receipt by each of the Participating Jurisdictions. Any Non-Participating Jurisdiction will issue a separate preliminary receipt document.

The Designated Jurisdiction will review the preliminary short form prospectus and issue comments to the issuer and any Non-Participating Jurisdiction within three working days following the receipt of the preliminary short form prospectus. Any Non-Participating Jurisdiction will send its comments, if any, to the issuer and the Designated Jurisdiction, as Principal Jurisdiction, on or before the end of the second working day following the date of receipt of the Designated Jurisdiction's comments.

Prior to the issuance of comments from the Designated Jurisdiction, a Non-Participating Jurisdiction may, if it wishes, send its comments or notify the issuer and the Designated Jurisdiction that it has no comments on the preliminary short form prospectus. This practice would ensure that the Non-Participating Jurisdiction's comments, if any, are incorporated in the comment letter to be issued by the Designated Jurisdiction before the conclusion of the third working day following the filing of the preliminary short form prospectus.

Provided acceptable final materials have been received and comments from all Non-Participating Jurisdictions have been resolved, the Designated Jurisdiction will issue a final expedited review receipt document that will evidence the issuance of a final receipt by each Participating Jurisdiction that had not opted out of Expedited Review and, in its capacity as Principal Jurisdiction under NPS 1, will notify any Non-Participating Jurisdiction that it has done so. The Non-Participating Jurisdiction will then, if it considers it appropriate, issue a local final receipt.

Alternatively, an issuer wishing to offer securities throughout Canada can file its preliminary short form prospectus and supporting materials under NPS 1 and the review process will be conducted in the same manner as prior to the implementation of Expedited Review. If it does so, it may select any province that is prepared to act in such capacity as its Principal Jurisdiction for the purposes of NPS 1. The issuer may elect to receive a National Policy No. 1 Receipt that will have the same effect as prior to the implementation of Expedited Review.

3. Issuers are reminded that if they are concerned that a proposed offering may be too complex to be reviewed within three working days they should discuss the proposed offering with the Designated Jurisdiction on a pre-filing basis.

4. **The statement required to be in bold faced type on the outside front cover of an issuer's Renewal AIF during a review period may be added by way of stamp, sticker or other method that will ensure that the statement may not be deleted or removed from the issuer's Renewal AIF.**

SCHEDULE "A"

<u>NAME OF POP ISSUER</u>	<u>DESIGNATED JURISDICTION</u>
A.G.F. Management Limited	Ontario
AUR Resources Inc.	Ontario
Abitibi-Price Inc.	Ontario
Acklands Limited	Ontario
Agnico-Eagle Mines Limited	Ontario
Agra Industries Limited	Ontario
Air Canada	Ontario
Alberta Energy Company Ltd.	Alberta
Alberta Natural Gas Company Ltd.	Alberta
Alcan Aluminum Limited	Ontario
Alliance Communications Corporation	Ontario
American Barrick Resources Corporation	Ontario
Amoco Canada Petroleum Company Ltd.	Alberta
Anderson Exploration Ltd.	Alberta
Archer Resources Ltd.	Alberta
Astral Communications Inc.	Ontario
Atco Ltd.	Alberta
Atcor Resources Ltd.	Alberta
Ault Foods Limited	Ontario
Avco Financial Services Canada Limited	Ontario
Avenor Inc.	Ontario
BC Gas Inc.	B.C.
BC Gas Utility Ltd.	B.C.
BC Sugar Refinery, Limited	B.C.
BC Tel	B.C.
BC Telecom Inc.	B.C.
BCE Inc.	Ontario
BCE Mobile Communications Inc.	Ontario
BGR Previous Metals Inc.	Ontario
Banister Inc.	Ontario
Bank of Montreal	Ontario
Bank of Nova Scotia, The	Ontario
Barrington Petroleum Ltd.	Alberta
Beau Canada Exploration Ltd.	Alberta
Bell Canada	Ontario
Beneficial Canada Inc.	Ontario
Biomira Inc.	Alberta
Bombardier Inc.	Ontario
Bow Valley Energy Ltd.	Alberta
Bracknell Corporation	Ontario
Bramalea Limited	Ontario
Brascan Limited	Ontario
British Petroleum Company plc, The	Ontario
Bruncor Inc.	Ontario
CAE Inc.	Ontario
CCL Industries Inc.	Ontario

SCHEDULE "A"

<u>NAME OF POP ISSUER</u>	<u>DESIGNATED JURISDICTION</u>
CFCF Inc.	Ontario
C-MAC Industries Inc.	Ontario
CS Resources Inc.	Ontario
CT Financial Services Inc.	Ontario
Call-Net Enterprises Inc.	Ontario
Cambior Inc.	Ontario
Cambridge Shopping Centres Limited	Ontario
Cameco Corporation	Saskatchewan
Campbell Resources Inc.	Ontario
Canada Malting Co. Limited	Ontario
Canada Trustco Mortgage Company	Ontario
Canadian Imperial Bank of Commerce	Ontario
Canadian National Railway Company	Ontario
Canadian Natural Resources Limited	Alberta
Canadian Occidental Petroleum Ltd.	Alberta
Canadian Pacific Enterprises Limited	Ontario
Canadian Pacific Forest Products Limited	Ontario
Canadian Pacific Limited	Ontario
Canadian Pacific Securities Limited	Ontario
Canadian Tire Corporation, Limited	Ontario
Canadian Utilities Limited	Alberta
Canfor Corporation	B.C.
Carena Developments Limited	Ontario
Cascades Inc.	Ontario
Cascades Paperboard International Inc.	Ontario
Centra Gas Ontario Inc.	Ontario
Central Fund of Canada Limited	Ontario
Chancellor Energy Resources Inc.	Alberta
Chauvco Resources Ltd.	Alberta
Chieftain International Inc.	Alberta
Chrysler Credit Canada Ltd.	Ontario
Cineplex Odeon Corporation	Ontario
Cogeco Inc.	Ontario
Co-Steel Inc.	Ontario
Cominco Fertilizers Ltd.	Alberta
Cominco Ltd.	B.C.
Consumers' Gas Company Ltd., The	Ontario
Conwest Exploration Company Limited	Alberta
Cott Corporation	Ontario
Crestar Energy Inc.	Alberta
Crown Life Insurance Company	Saskatchewan
Crownx Inc.	Ontario
Czar Resources Ltd.	Alberta
Delrina Corporation	Ontario
Derlan Industries Limited	Ontario
Discovery West Corp.	Ontario

SCHEDULE "A"

<u>NAME OF POP ISSUER</u>	<u>DESIGNATED JURISDICTION</u>
Dofasco Inc.	Ontario
Doman Industries Limited	B.C.
Dominion Textile Inc.	Ontario
Domtar Inc.	Ontario
Donohue Inc.	Ontario
Dorset Exploration Ltd.	Alberta
Dreco Energy Services Ltd.	Alberta
Dundee Bancorp Inc.	Ontario
Du Pont Canada Inc.	Ontario
Dylex Limited	Ontario
Echo Bay Mines Ltd.	Alberta
Eden Roc Mineral Corp.	Ontario
Elan Energy Inc.	Alberta
Emco Limited	Ontario
Empire Company Limited	Nova Scotia
Enserv Corporation	Alberta
Euro-Nevada Mining Corporation Limited	Ontario
Excel Energy Inc.	Alberta
Fairfax Financial Holdings Limited	Ontario
Federal Industries Ltd.	Ontario
Finning Ltd.	B.C.
First Marathon Inc.	Ontario
Fletcher Challenge Canada Limited	B.C.
Ford Credit Canada Limited	Ontario
Fortis Inc.	Ontario
Four Seasons Hotels Inc.	Ontario
Franco-Nevada Mining Corporation Limited	Ontario
Future Shop Ltd.	B.C.
G.T.C. Transcontinental Group Ltd.	Ontario
Gaz Metropolitan Company, Limited Partnership	Ontario
Gaz Metropolitan Inc.	Ontario
General Motors Acceptance Company of Canada, Limited	Ontario
George Weston Limited	Ontario
Glamis Gold Inc.	B.C.
Golden Star Resources Ltd.	Ontario
Great Lakes Power Inc.	Ontario
Great-West Life Assurance Company, The	Manitoba
Great-West Lifeco Inc.	Manitoba
Gulf Canada Resources Limited	Ontario
Hammerson Property Investment and Development Corporation plc, The	Ontario
Hayes-Dana Inc.	Ontario
Hees International Bancorp Inc.	Ontario
Hemlo Gold Mines Inc.	Ontario
Hillcrest Resources Ltd.	Alberta
Hollinger Inc.	Ontario
Home Oil Company Limited	Alberta

SCHEDULE "A"

NAME OF POP ISSUER

DESIGNATED JURISDICTION

Horsham Corporation, The	Ontario
Household Financial Corporation Limited	Ontario
Hudson's Bay Company	Ontario
Imasco Limited	Ontario
Imperial Life Assurance Company of Canada, The	Ontario
Imperial Oil Limited	Ontario
Inco Limited	Ontario
Intertape Polymer Group Inc.	Ontario
Intensity Resources Ltd.	Alberta
International Colin Energy Corporation	Alberta
International Forest Products Limited	B.C.
International Semi-Tech Microelectronics Inc.	Ontario
Interprovincial PipeLine Inc.	Alberta
Interprovincial Pipe Line System Inc.	Alberta
Intrawest Corporation	B.C.
Inverness Petroleum Ltd.	Alberta
Investors Group Inc.	Manitoba
IPSCO Inc.	Saskatchewan
Ivaco Inc.	Ontario
Jannock Limited	Ontario
John Labatt Limited	Ontario
Jordan Petroleum Ltd.	Alberta
Kinross Gold Corporation	Ontario
La Caisse Centrale Desjardins Du Quebec	Ontario
LAC Minerals Ltd.	Ontario
Laidlaw Inc.	Ontario
Laurentian Bank of Canada	Ontario
Linamar Corporation	Ontario
Live Entertainment of Canada Ltd.	Ontario
Loblaw Companies Limited	Ontario
Loewen Group Inc., The	B.C.
London Insurance Group Inc.	Ontario
MDS Health Group Limited	Ontario
Mackenzie Financial Corporation	Ontario
MacMillan Bloedel Limited	B.C.
Magna International Inc.	Ontario
Malette Inc.	Ontario
Mannville Oil & Gas Ltd.	Alberta
Maple Leaf Foods Inc.	Ontario
Maritime Telegraph and Telephone Company, Limited	Nova Scotia
Maritime Tel & Tel Limited	Nova Scotia
Mark Resources Inc.	Alberta
Markborough Properties Inc.	Ontario
Meridian Technologies Inc.	Ontario
Metall Mining Corporation	Ontario
Methanex Corporation	B.C.

SCHEDULE "A"

NAME OF POP ISSUER

DESIGNATED JURISDICTION

Metro-Richelieu Inc.	Ontario
Midland Walwyn Inc.	Ontario
Mitel Corporation	Ontario
Molson Companies Limited, The	Ontario
Montreal Trustco Inc.	Ontario
Moore Corporation Limited	Ontario
Morgan Hydrocarbons Inc.	Alberta
Morrison Petroleums Ltd.	Alberta
National Bank of Canada	Ontario
National Trustco Inc.	Ontario
New Brunswick Telephone Company Limited, The	Ontario
Newbridge Networks Corporation	Ontario
Newfoundland Light & Power Co. Limited	Ontario
Newfoundland Telephone Company Limited	Ontario
Newtel Enterprises Limited	Ontario
Noma Industries Limited	Ontario
Noranda Forest Inc.	Ontario
Noranda Inc.	Ontario
Norcen Energy Resources Limited	Alberta
North Canadian Oils Limited	Alberta
Northern Telecom Limited	Ontario
Northrock Resources Ltd.	Alberta
Northstar Energy Corporation	Alberta
NOVA Corporation	Alberta
Nova Gas Transmission Ltd.	Alberta
Nova Scotia Power Inc.	Nova Scotia
Nowasco Well Services Ltd.	Alberta
Numac Energy Inc.	Alberta
Ocelot Energy Inc.	Alberta
Ondaatje Corporation, The	Ontario
Onex Corporation	Ontario
Oshawa Group Ltd., The	Ontario
Pagurian Corporation Limited, The	Ontario
PanCanadian Petroleum Limited	Alberta
Pegasus Gold Inc.	B.C.
Pengrowth Gas Income Fund	Alberta
Petro-Canada	Alberta
Petromet Resources Limited	Ontario
Philip Environmental Inc.	Ontario
Pinnacle Resources Ltd.	Alberta
Placer Dome Inc.	B.C.
POCO Petroleums Ltd.	Alberta
Potash Corporation of Saskatchewan Inc.	Saskatchewan
Power Corporation of Canada	Ontario
Power Financial Corporation	Ontario
Premdor Inc.	Ontario

SCHEDULE "A"

<u>NAME OF POP ISSUER</u>	<u>DESIGNATED JURISDICTION</u>
Prime Resources Group Inc.	B.C.
Quadra Logic Technologies Inc.	B.C.
Quebec-Telephone	Ontario
Quebecor Inc.	Ontario
Quebecor Printing Inc.	Ontario
Quno Corporation	Ontario
Ranchmen's Resources Ltd.	Alberta
Ranger Oil Limited	Alberta
Rayrock Yellowknife Resources Inc.	Ontario
Renaissance Energy Ltd.	Alberta
Repap Enterprises Inc.	Ontario
Revenue Properties Company Limited	Ontario
Rigel Energy Corporation	Alberta
Rio Algom Limited	Ontario
Rio Alto Exploration Ltd.	Alberta
Riverside Forest Products Limited	B.C.
Rogers Cantel Mobile Communications Inc.	Ontario
Rogers Communications Inc.	Ontario
Rolland Inc.	Ontario
Royal Bank of Canada	Ontario
Royal Oak Mines Inc.	B.C.
SHL Systemhouse Inc.	Ontario
SNC Group Inc.	Ontario
SR Telecom Inc.	Ontario
Sceptre Resources Limited	Alberta
Scott's Hospitality Inc.	Ontario
Seagram Company Ltd., The	Ontario
Sears Acceptance Company Inc.	Ontario
Sears Canada Inc.	Ontario
Shaw Communications Inc.	Alberta
Shell Canada Limited	Alberta
Sherritt Inc.	Ontario
Slocan Forest Products Ltd.	B.C.
Southam Inc.	Ontario
Spar Aerospace Limited	Ontario
St. Lawrence Cement Inc.	Ontario
Stelco Inc.	Ontario
Stone-Consolidated Corporation	Ontario
Summit Resources Limited	Alberta
Suncor Inc.	Alberta
TVX Gold Inc.	Ontario
Talisman Energy Inc.	Alberta
Tarragon Oil and Gas Limited	Alberta
Teck Corporation	B.C.
Teleglobe Inc.	Ontario
TELUS Corporation	Alberta

SCHEDULE "A"

<u>NAME OF POP ISSUER</u>	<u>DESIGNATED JURISDICTION</u>
Tembec Inc.	Ontario
Thomson Corporation, The	Ontario
Toronto-Dominion Bank, The	Ontario
Torstar Corporation	Ontario
Total Petroleum (North America) Ltd.	Ontario
TransAlta Corporation	Alberta
TransAlta Utilities Corporation	Alberta
TransCanada PipeLines Limited	Alberta
Transwest Energy Inc.	Alberta
Tri Link Resources Ltd.	Alberta
Trilon Financial Corporation	Ontario
Trimac Limited	Alberta
Trimark Financial Corporation	Ontario
Trizec Corporation Ltd.	Alberta
Truscan Realty Limited	Ontario
Ulster Petroleums Ltd.	Alberta
Unican Security Systems Ltd.	Ontario
Union Gas Limited	Ontario
United Dominion Industries Limited	Ontario
United Westburne Inc.	Ontario
Univa Inc.	Ontario
Venezuelan Goldfields Ltd.	Ontario
Vicroy Resource Corporation	Ontario
Wascana Energy Inc.	Saskatchewan
West Fraser Timber Co. Ltd.	B.C.
Westcoast Energy Inc.	B.C.
WIC Western International Communications Ltd.	B.C.
Xerox Canada Inc.	Ontario
Xerox Canada Finance Inc.	Ontario

Schedule "B"
CHRONOLOGY

The following chronology illustrates the procedures for clearing a short form prospectus under Expedited Review:

Time Zone of Designated Jurisdiction:

Day 1 Preliminary Materials, including the preliminary short form prospectus, are filed in the Designated Jurisdiction and a Facsimile of the covering letter, preliminary short form prospectus and Undertaking (as defined below) is filed in each of the other Participating Jurisdictions in which the issuer proposes to distribute securities. Covering letter indicates election of Expedited Review and those provinces and territories in which the issuer proposes to distribute securities.

Issuer provides an undertaking to each Participating Jurisdiction other than the Designated Jurisdiction to file the Final Filing Materials before the end of the 3rd working day¹ following the date of issuance of the final expedited review receipt document by the Designated Jurisdiction ("Undertaking"). If no final expedited review receipt document is issued in respect of a Participating Jurisdiction, the Undertaking is of no effect for that Participating Jurisdiction except with respect to fees.

The preliminary expedited review receipt document is issued by the Designated Jurisdiction.

The Designated Jurisdiction sends a Facsimile of the preliminary expedited review receipt document to each Participating Jurisdiction where the preliminary short form prospectus was filed.

Time Zone of most westerly Participating Jurisdiction in which the issuer has filed

Day 2 Review

Day 3 "Opting Out" Facsimile, if any, sent to Designated Jurisdiction, all other Participating Jurisdictions and the issuer before the end of the working day.

¹For purposes of establishing that a working day has concluded, the time zone of the relevant jurisdiction will apply.

As part of its participation in Expedited Review, each Participating Jurisdiction has agreed that, unless the Designated Jurisdiction is advised otherwise within two working days following the date of the preliminary expedited review receipt document, silence will confirm to the Designated Jurisdiction the participation in Expedited Review by the Participating Jurisdiction.

Day 4 Comment letter sent by Facsimile to the issuer by the Designated Jurisdiction, including notation "Expedited Review filing" or equivalent.

Day X Issuer files in the Designated Jurisdiction the documents and fees that are required to be filed in that province in connection with a short form prospectus as specified in the "Table of Documents to be filed in respect of the Clearance of National Issues" forming part of NPS 1.

The Designated Jurisdiction issues the final expedited review receipt document that evidences a final receipt has been issued by each Participating Jurisdiction in which the preliminary short form prospectus was filed other than those that have opted out of Expedited Review.

The Designated Jurisdiction notifies each Participating Jurisdiction other than those that have opted out, by Facsimile, that the final expedited review receipt document has been issued.

Distribution begins in the Designated Jurisdiction and each of the other Participating Jurisdictions.

Day X+3 Issuer files the Final Filing Materials (which include appropriate fees where required), in compliance with its Undertaking, in each Participating Jurisdiction other than the Designated Jurisdiction and those that have opted out of Expedited Review.

Day X+Y Issuer completes distribution and pays the additional fee where required to do so.

NOTICE

PERMISSION UNDER SUBSECTION 70(3) OF THE SECURITIES ACT (ALBERTA)

Reference is made to subsection 70(3) of the Securities Act (R.S.A. 1981 c.S-6.1 as amended) (the "Act"). Reference is also made to the Memorandum of Understanding For Expedited Review of Short Form Prospectuses and Renewal AIFs ("Expedited Review") effective November 15, 1994 (the "MOU"). Terms not defined in this Permission shall have the same meaning in this Permission as in the MOU.

In order to facilitate the use of Expedited Review in Alberta, the Director, Securities Analysis hereby gives permission under subsection 70(3) of the Act to include in a preliminary short form prospectus or short form prospectus filed under the POP System in more than one Canadian Jurisdiction in accordance with the Expedited Review procedures set out in the MOU, representations as to the listing or quotation, or an application to list or quote, the securities being offered (or the underlying securities thereto) on one or more stock exchanges or automated quotation systems, provided that:

- (1) an application to list or to quote the securities upon the relevant stock exchange or automated quotation system has been made;
- (2) disclosure is made that the listing or quotation, of the securities is subject to fulfilling the requirements of the relevant stock exchange or automated quotation system or the requirements have been satisfied;
- (3) where the stock exchange or automated quotation system prescribes that the disclosure required in (2) be made in a specified form or in specific language, the disclosure is made in the specified form or specific language; and
- (4) the Issuer files with the Director, Securities Analysis
 - (a) written confirmation from the relevant stock exchange or automated quotation system of the application to list or to quote or,
 - (b) with respect to an application to list or quote on a stock exchange or automated quotation system located outside of Canada, evidence satisfactory to the Designated Jurisdiction that confirmation or consent to refer to the making of an application is not normally provided by that stock exchange or automated quotation system, and
 - (i) if Alberta is the Issuer's Designated Jurisdiction
 - (A) prior to the issuance of the preliminary expedited review receipt document, where any representation is made in the Issuer's preliminary short form prospectus, or
 - (B) prior to the issuance of the final expedited review receipt document, where any representation is made in the Issuer's short form prospectus, or

- (ii) if Alberta is not the Issuer's Designated Jurisdiction, together with the Final Filing Materials in accordance with the Issuer's Undertaking under the MOU.

This Permission is effective November 15, 1994.

"Mark Brown"

Mark Brown, C.A.
Director, Securities Analysis