

POLICY 2

QUALIFICATIONS FOR LISTING

1 General

- 1.1 This Policy sets out the minimum requirements that must be met as a pre-requisite to the listing of securities on the Exchange, irrespective of listing method, and apply to both new applicants and listed Issuers, except where otherwise provided in this Policy.

These minimum requirements are not exhaustive. The Exchange may impose additional requirements as it determines appropriate, including those with a view to pursuing the public interest.

The Exchange has discretion to accept or reject applications for listing, and satisfaction of the applicable requirements may not result in approval of the listing application.

- 1.2 Where an application is made to list a security that is convertible into another security or backed by another security or asset, the Exchange must be satisfied that investors will be able to obtain the necessary information to form a reasoned opinion regarding the value of the underlying security or asset. This requirement may be met where the underlying security is listed on a stock exchange.

An issuer is eligible for listing if is not in default of any requirements of securities legislation in any jurisdiction in Canada and:

- (a) has filed and received a receipt for a preliminary prospectus and a prospectus in a jurisdiction in Canada;
- (b) will only list debt securities issued or guaranteed by
 - (i) a government in Canada that are exempt from the prospectus requirements under clause 73(1)(a) of the Act, or
 - (ii) a financial institution that are exempt from the prospectus requirements under clause 73(1)(b) of the Act; or
- (c) is a reporting issuer or the equivalent in a jurisdiction in Canada other than:
 - (i) solely as a result of Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets* (or any successor rule) or any similar rule that may be made by a securities regulator or securities regulatory authority in Canada,
 - (ii) as the result of filing a CPC prospectus and has not completed a Qualifying Transaction as defined in the CPC prospectus,
 - (iii) as a result of a business combination with a reporting issuer that was created, by way of a statutory plan of arrangement or other means, for

the purpose of providing securityholder distribution or reporting issuer status to the applicant, or

- (iv) having a controlling interest of its principal assets or operations through one or more special purpose entities or variable interest entities.

1.3 Each Issuer submitting a listing application must:

- a) prepare and file with the Exchange a Listing Statement and prescribed documentation;
- b) execute a Listing Agreement; and
- c) remit the applicable listing fees, based on the type of securities to be listed, in accordance with the fee and payment schedule prescribed by the Exchange from time to time, plus applicable taxes.

The listing of the Issuer's securities will not be completed until the listing fees in full have been received by the Exchange.

2. Eligibility for Listing

2.1 An Issuer must meet the eligibility requirements set out in the appendices to this Policy, based on the type of securities to be listed, as follows:

- a) equity securities - Appendix A: Part A; and
- b) debt securities - Appendix B: Part A.

2.2 In addition, if the Issuer's securities are represented as being in compliance with specific, non-exchange-mandated requirements, the Issuer must also comply with the requirements of Policy 10.

3 Required Documentation

3.1 In connection with an initial application for listing, an Issuer must file with the Exchange the documents set out in the appendices to this Policy, based on the type of securities to be listed, as follows:

- a) equity securities - Appendix A: Part B; and
- b) debt securities - Appendix B: Part B.

4 Limited Liability

4.1 All securities to be listed should be fully paid and non-assessable.

5 Responses and Additional Information and Documentation

5.1 The Issuer must submit any additional information, documents or

agreements requested by the Exchange.

6 Final Documentation

6.1 The Exchange must receive the following documents prior to qualification for listing:

- a) one original executed copy of the Listing Statement (Form 2A) dated within three business days of the date it is submitted to the Exchange together with any additions or amendments to the supporting documentation previously provided as required by Appendix A to the Listing Application;
- b) one original executed copy of the Listing Summary (Form 2B) dated within three business days of the date it is submitted to the Exchange;
- c) two original executed copies of the applicable Listing Agreement (Form 4A);
- d) three choices for a stock symbol;
- e) a legal opinion that the Issuer:
 - i. is in good standing under, and not in default of, applicable corporate law or other applicable laws of establishment,
 - ii. has the corporate power and capacity to own its properties and assets, to carry on its business as it is currently being conducted, and to enter into the Listing Agreement and to perform its obligations thereunder, and
 - iii. has taken all necessary corporate action to authorize the execution, delivery and performance of the Listing Agreement and that the Listing Agreement has been duly executed and delivered by the Issuer and constitutes a legal, valid and binding obligation of the Issuer, enforceable against the Issuer in accordance with its terms;
- f) a legal opinion that:
 - i. the issuer is a reporting issuer or equivalent under the securities legislation of the applicable jurisdiction(s) and is not in default of any requirement of any jurisdiction in which it is a reporting issuer or equivalent; or
 - ii. if it is not a reporting issuer and is proposing to list debt securities that qualify under section 1.1 of this policy, that the securities so qualify;
- g) a legal opinion that all securities previously issued of the class of securities to be listed or that may be issued upon conversion,

exercise or exchange of other previously-issued securities are or will be duly issued and are or will be outstanding as fully paid and non-assessable securities; and

- h) a certificate of the applicable government authority that the Issuer is in good standing under and not in default of applicable corporate law or other applicable laws of establishment.

7 Postings

7.1 **Access** - The Issuer must have high speed access to the Internet.

7.2 **Postings** – Prior to the first day of trading, the Issuer must post on the Exchange website:

- a) the Listing Statement, which must also be concurrently filed on SEDAR as a filing statement, including all reports required to be filed therewith;
- b) the Listing Summary;
- c) the Listing Agreement;
- d) an executed Certificate of Compliance (Form 6);
- e) An unqualified letter from the Clearing Corporation confirming the ISIN assigned to the securities;
- f) A letter from its duly appointed transfer agent indicating the date of appointment and stating that the transfer agent is ready to record security transfers and make prompt delivery of share certificates;
- g) If the issuer completed a financing concurrently with listing, or to qualify for listing, a completed Form 9.

7.3 All documents must be posted in the data format prescribed by the Exchange from time to time.

8 Posting Officer

8.1 A Listed Issuer must designate at least one individual to act as the Issuer's posting officer and at least one alternate. The posting officers will be responsible for posting or arranging for the posting, on behalf of the Issuer, of all of the documents required to be posted by the Issuer.

8.2 A Listed Issuer may post documents through the facilities of a third-party service provider.

9 Continuing to Qualify for Listing

9.1 To continue to qualify for listing, a Listed Issuer must meet all of the following requirements:

- a) the Listed Issuer must be in good standing under and not in default of applicable corporate law;

- b) the Listed Issuer must remain a reporting issuer or equivalent in good standing in each jurisdiction in which it is a reporting issuer or equivalent and must not be in default of any requirement of any such jurisdiction;
- c) the Listed Issuer must be in compliance with Exchange Requirements, and the terms of the Listing Agreement;
- d) the Listed Issuer must post all required documents and information required under the Policies of the Exchange;
- e) the Listed Issuer must concurrently post all public documents submitted to SEDAR (unless identical disclosure has already been posted in an Exchange-specific Form);
- f) if the Issuer is required to submit Personal Information Forms for each Related Person at the time of listing then the Listed Issuer must submit a Personal Information Form for any new Related Person of the Listed Issuer (and if any of these persons is not an individual, a Personal Information Form for each director, officer and each person who beneficially, directly or indirectly owns, controls or exercises direction over 20% or more of the voting rights of such non-individual); and
- g) the Listed Issuer must take all reasonable care to ensure that any statement, document or other information which is provided to or made available to the Exchange or posted by the Listed Issuer is not misleading, false or deceptive and does not omit anything likely to affect the import of such statement, document or other information; and
- h) a Listed Issuer with equity securities listed must meet the continued listing requirements described in section 2.9 of Appendix A of this Policy

92 **Significant Connection to Alberta**

Each Listed Issuer that is not a reporting issuer in Alberta must:

- a) assess whether it has a significant connection to Alberta;
- b) upon becoming aware that it has a significant connection to Alberta as a result of complying with section 9.2 a) above or otherwise, immediately notify the Exchange and promptly make a *bona fide* application to the Alberta Securities Commission to be deemed to be a reporting issuer in Alberta (a Listed Issuer must become a reporting issuer in Alberta within six months of becoming aware that it has a significant connection to Alberta);
- c) assess, on an annual basis, in connection with the delivery of its annual financial statements to securityholders, whether it has a significant connection to Alberta;
- d) obtain and maintain for a period of three years after each annual review referenced in this section, evidence of residency of their registered holders and beneficial holders; and

- e) if requested, provide to the Exchange evidence of the residency of its non-objecting beneficial owners (as defined in National Policy 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* or its successor instruments).
- 93 Where it appears to the Exchange that an Issuer making an application for listing has a significant connection to Alberta, the Exchange will, as a condition of its acceptance or approval of the listing application, require the Issuer to provide evidence that it has made a *bona fide* application to the Alberta Securities Commission to become a reporting issuer in Alberta.
- 10 Suspensions**
- 101 The Exchange may suspend from trading the securities of a Listed Issuer if the Exchange or the Market Regulator determines that the Listed Issuer fails to meet any of the above criteria or it is in the public interest to suspend trading of the securities of the Listed Issuer.
- 11 Listing in US Dollars**
- 11.1 Securities may be traded and quoted in US dollars.
- 12 Transfer and Registration of Securities**
- 121 The Issuer must maintain transfer and registration facilities in good standing where the securities of the Issuer are directly transferable. Certificates must name the cities where they are transferable and must be interchangeably transferable and identical in colour and form with each other.
- 13 Share Certificates**
- 131 Certificates must bear a valid ISIN number.
- 132 All certificates must conform with the requirements of the corporate and securities legislation applicable to the Issuer.
- 133 The foregoing requirements, except for an ISIN, do not apply to a completely non-certificated issue that complies with the requirements of the Clearing Corporation.
- 14 Book-Based System**
- 141 The securities of the Issuer must be qualified for and entered into the book-based system maintained by the Clearing Corporation.
- 15 Full, True & Plain Disclosure**
- 151 As an overriding principle, the Listing Statement must contain such particulars and information which, according to the particular nature of the Issuer and the securities for which listing is sought, are necessary to enable an investor to make an informed assessment of the activities, assets and liabilities, financial position, management and prospects of the Issuer and of its profits and losses (and of any guarantor) and of the rights attaching to such securities and must set out such information accurately and in plain language.

APPENDIX A: Equity Securities

Important Note: All securities are subject to the requirements of the “General” section of Policy 2

For the purposes of this Appendix, equity securities include any securities that are convertible into equity securities and any other security that the Exchange deems to be an equity security.

PART A: Eligibility for Listing

1 GENERAL

1.1 Business Development Prior to Listing

An issuer with little or no operating history, a limited history of financing, or minimal expenditures to develop the business or proposed business in which they operate or intend to operate, will be ineligible for listing. Listing expenses or fees for professional services associated with listing do not qualify as business development expenditures.

1.2 Float and Distribution

For the purposes of this Policy, a “public holder” is any securityholder other than a Related Person, an employee of a Related Person of an Issuer or any person or group of persons acting jointly or in concert holding:

- a) more than 5% of the issued and outstanding securities of the class to be listed; or
 - b) securities convertible or exchangeable into the listed equity security and would, on conversion or exchange, hold more than 5% of the issued and outstanding securities.
- 1.2.1 An Issuer of equity securities must have a public float of at least 500,000 freely tradeable shares and consisting of at least 150 public holders holding at least a board lot each of the security.
- The public float must constitute at least 10% of the total issued and outstanding of that security.
- 1.2.2 The Exchange may not consider as part of the public float any shares that were obtained in a distribution that was primarily effected as a gift or through an arrangement primarily designed for the purpose of meeting the Exchange float

distribution requirement. The public distribution requirement will not be met if a significant number of the public securityholders:

- a) did not purchase the shares directly or receive the shares in exchange for previously purchased shares of another issuer; or
- b) hold the minimum number of shares described in 1.2.1 above.

[1.3 TYPES OF SECURITIES (Reserved for restricted shares)]

1.4 To qualify for listing an Issuer must be:

- a) an operating company with revenue from the sale of goods or services;
- b) a non-operating company with financial resources to carry out a proposed work plan or achieve stated objectives for 12 months following listing, subject to a minimum of \$200,000 in working capital at the time of listing, and have advanced to a stage of development at which additional financing is typically available to the companies in the industry; or
- c) a company that is listed on an exchange in Canada and is not proposing a transaction or change that would be considered a Fundamental Change or Change of Business as per Policy 8, provided that the Company has the financial resources to achieve stated objectives for 12 months following listing . This qualification will not be met by an issuer that is only listed on a board or tier of a stock exchange that is designated for issuers that do not meet the ongoing requirements of that exchange.

1.5 An operating company in any industry must have achieved revenue from the sale of goods or the delivery of services to customers and these revenues must appear on its audited financial statements, or on an interim statement supported by a comfort letter from the company's auditor. Such companies must have the financial resources and a business plan that demonstrates a reasonable likelihood that the company can sustain its operations and achieve its objectives for 12 months following listing.

1.6 A non-operating company in any industry must have:

- a) a significant interest in its primary business or asset,
- b) a history of development of the business or asset, and
- c) specific objectives and milestones and the financial resources necessary to achieve them.

In determining whether the company has met requirements (b) and (c) above, the Exchange will consider the capital invested in the development of the business or asset and evidence of testing, development or manufacturing of the product or

service, including prototypes, clinical trials or sponsorships.

1.6.1 In particular, the following criteria apply:

- a) A mineral resource company must have title to a property that is prospective for minerals and on which there has been exploration previously conducted including qualifying expenditures of at least \$75,000 by the Issuer or predecessor during the most recent 36 months. It must have obtained an independent report that meets the requirements of National Instrument 43-101 or any successor instrument and that recommends further exploration on the property, with a budget for the first phase of at least \$100,000. If the company does not have title to the property, it must have the means and ability to acquire an interest in the property upon completion of specific objectives or milestones within a defined period.

Qualifying expenditures include exploration expenditures related to geological and scientific surveys to advance mineral project but do not include general and administrative, land maintenance, property acquisition or payments, staking, investor or public relations, non-domestic flight expenditures or taxes.

- b) An energy resource company must have:
 - i) Title to a property on which measurable quantities of conventional energy resources have been identified or the means and ability to acquire an interest in the property upon meeting specific objectives or milestones within a defined period; or
 - ii) Title to an unproven property with prospects or the means and ability to acquire a significant interest in the property upon completion of a fully financed exploration program. The company must also submit a qualifying report on the property in accordance with National Instrument 51-101 or any successor instrument.

1.7 Investment and Real Estate Companies – Additional Requirements

An investment or real estate company should have an appropriate balance between income and activity depending on the nature of its investments. A holding company that is not active in the management of investee companies should own majority interests or have effective control in businesses that can generate returns that will flow to the securityholders through distributions, or have prospects for growth through the reinvestment of earnings. In addition to meeting the applicable qualification criteria above, such companies must have:

- a) minimum net assets of:
 - i) \$2 million, at least 50% of which has been allocated to at least 2 specific investments; or
 - ii) \$4 million; and
- b) management with a track record of acquiring and divesting interests in

arm's-length enterprises in a manner that can be characterized as conducting an active business;

c) a clearly defined investment policy disclosed in the Listing Statement.

1.8 The Exchange will not approve an Issuer for listing if any Related Persons, or investor relations persons associated with the Issuer have been convicted of fraud, breach of fiduciary duty, violations of securities legislation (other than a minor breach that does not necessarily give rise to investor protection or market integrity concerns) or any other activity that concerns integrity of conduct unless the Issuer first severs relations with such person(s) to the satisfaction of the Exchange.

1.9 The Exchange may not approve an Issuer for listing if any Related Persons, or investor relations person(s) associated with the Issuer:

a) have entered into a settlement agreement with a securities regulator or other authority;

b) are known to be associated with other offenders, depending on the nature and extent of the relationship and the seriousness of the offence committed; or

c) have a consistent record of business failures, particularly failures involving public companies,

unless the Issuer first severs relations with such person(s) to the satisfaction of the Exchange.

1.10 The Exchange may deem any person to be unacceptable to be associated in any manner with a Listed Issuer if the Exchange reasonably believes such association will give rise to investor protection concerns or could bring the Exchange into disrepute.

2 CAPITAL STRUCTURE, BUILDER SHARES AND ESCROW

2.1 Capital Structure

An Issuer's capital structure must be acceptable to the Exchange.

2.2 Definition of Builder Shares

"Builder Shares" means any security issued or issuable upon conversion of another security to:

a) any person for less than \$0.02 per security;

b) a Related Person to the Issuer for the purchase of an asset with no acceptable supporting valuation;

c) a Related Person to settle a debt or obligation for less than the last issued price per security; or

- d) a Related Person for the primary purpose of increasing that principal's interest in the Issuer without a corresponding tangible benefit to the Issuer.

2.3 Pricing

The Issuer may not sell securities pursuant to an initial public offering for less than \$0.10 per share or unit. For Issuers not yet generating revenue from business activity, the Exchange will not consider an application where Builder Shares have been issued for less than \$0.005 in the previous 18 month period.

2.4 Specific Restrictions

At the time of listing, or re-qualifying following a fundamental change:

- a) The ratio of shares in the post-offering or reverse takeover capital structure must not exceed one Builder Share for every three non-Builder Shares.
- b) Where there is no concurrent financing, the minimum permitted price at which convertible securities may be exercisable or convertible into listed shares and not be subject to escrow is \$0.10.
- c) The Exchange will not permit the exercise, conversion or exchange price of any exercisable, convertible or exchangeable security to be fixed until the security has been granted to a particular person.

2.5 Substantial Float

The Exchange may consider exercising discretion to amend or waive the provisions of paragraphs 2.3 and 2.4 if an Issuer has a "Substantial Float". The Exchange will generally consider an Issuer that meets all the following criteria to have a Substantial Float:

- a) \$1,000,000 in capital raised, excluding funds from Related Persons;
- b) 1,000,000 free trading shares;
- c) 200 public holders with a minimum of one board lot each with no resale restrictions, and
- d) 20% of the issued and outstanding shares held by public holders.

2.6 Acceptance of an alternative proposed structure is contingent upon an evaluation by the Exchange using the following criteria:

- a) track record, quality and experience of management and board;
- b) percentage of time devoted by management to the Issuer;
- c) capital contribution (cash paid in, reasonable value of assets and reasonable value of services performed, less any cash payments) by

Related Persons;

- d) relationship of capital contribution to ownership by Related Persons; and
- e) relationship of share price in pre-IPO financing rounds to the IPO price.

2.7 All issuances prior to listing will be reviewed seriatim to determine suitability taking into account management activity, significant developments, and elapsed time as well as arm's-length party participation.

2.8 Escrow

Prior to listing, all securities issued to Related Persons are generally required to be subject to an escrow agreement pursuant to National Policy 46-201.

- a) In addition, where convertible securities (such as stock options, common share purchase warrants, special warrants, convertible debentures or notes) are issued less than 18 months before listing and exercisable or convertible into listed shares at a price that is less than the issuance price per security under a prospectus offering or other financing or acquisition made contemporaneously with the listing application then the underlying security will be subject to escrow with releases scheduled at periods specified under National Policy 46-201.
- b) An Issuer that has, within the six months prior to applying to list on the Exchange, completed a transaction that would have been considered a "fundamental change", as defined in section 1.1 of Policy 8, must enter into escrow agreements with the Related Persons as if the Issuer was subject to the requirements of National Policy 46-201 and the provisions of section 1.8 of Policy 8 shall apply in all respects to the Issuer.
- c) Related Persons with securities that have been previously subject to a required escrow agreement will not generally be required to enter a new escrow agreement.
- d) The Exchange, in its sole discretion, may impose escrow arrangements that are in addition to those required by National Policy 46-201, or consider different proposals such as an "earn-out" escrow, on a case-by-case basis.

2.9 Continued Listing Requirements

In addition to the general requirements in Policy 2 Section 9.1, a Listed Issuer with equity securities listed must meet the specific criteria set out below on an annual basis:

- a) Public distribution
 - (i) minimum of 250,000 shares in the public float;
 - (ii) 10% or more of listed shares in the public float;
 - (iii) at least 150 public securityholders each holding one board lot of freely trading shares, subject to the exemption provided in Policy 9 that would permit no less than 100 public securityholders immediately following a consolidation;
- b) Financial resources

Adequate working capital or financial resources to maintain operations for a period of 6 months.

c) Assets

No prescribed requirement however the Exchange may determine that a Listed Issuer no longer meets the continued listing requirements if the Issuer:

- (i) reduces or impairs its principal operating assets; or
- (ii) ceases or substantively reduces its business operations.

d) Activity

(i) For a mining or oil and gas issuer, either:

- 1) For the most recent fiscal year, positive cash flow, significant revenue from operations, or \$50,000 in exploration or development expenditures; or
- 2) For the three most recent fiscal years, an aggregate of \$100,000 in exploration or development expenditures.

(ii) For industry segments other than mining or oil & gas, either:

- 1) For the most recent fiscal year:
 - a) Positive cash flow
 - b) \$100,000 in revenue from operations;
 - c) \$100,000 of development expendituresOr
- 2) For the three most recent fiscal years, either \$200,000 in operating revenues or \$200,000 in expenditures directly related to the development of the business.

PART B: Documents required with application

3 Application

3.1 The application for listing must include the following:

- a) a letter applying to qualify for listing (Form 1A - Equity Securities) requesting qualification for listing of one or more specific classes of equity securities of the Issuer and indicating the number and class of the Issuer's securities issued and outstanding and, if convertible or exchangeable securities are issued and outstanding, the number and type of securities reserved for

- issuance;
- b) a completed Listing Application (Form 1B - Equity Securities) together with the supporting documentation set out in Appendix A to the Listing Application;
 - c) a draft Listing Statement (Form 2A) including financial statements approved by the Issuer's board of directors and its audit committee, if the Issuer has an audit committee;
 - d) a duly executed Personal Information Form (Form 3) from each Related Person of the Issuer and, if any of these persons is not an individual, a Personal Information Form from each director, senior officer and each person who beneficially, directly or indirectly owns, controls or exercises direction over 20% or more of the voting rights of such non-individual;
 - e) current insider reports from each person required to file a Personal Information Form, as filed with the Commission; or confirmation that a SEDI profile has been created; or an undertaking to create such profile;
 - f) the escrow agreement required under paragraph 2.8 of Part A of this Appendix; and
 - g)** the relevant portion of the Listing Fees, plus applicable taxes.

APPENDIX B: Debt Securities

Important Note: All securities are subject to the requirements of the “General” section of Policy 2

For the purposes of this Appendix, debt securities includes bonds, debentures, notes, Eurobonds, Medium Term Notes, Sukuk (Islamic bonds) and any other fixed income security that CNSX deems to be a debt security.

PART A: Eligibility for Listing

1 General

- 1.1 An Issuer must have net assets of at least \$1 million or where the Issuer is a special purpose vehicle, or a holding company that does not meet this requirement itself, then the Exchange may consider the assets of an underlying entity.
- 1.2 In the case of asset-backed securities, a trustee or other independent representative must be appointed to represent the interests of the holders of the asset-backed securities and the trustee or an independent custodian must hold the underlying assets and all money and benefits flowing from the assets to the Issuer or the holder of the asset-backed securities.
- 1.3 In the case of asset-backed securities that are secured on debt obligations or other receivables from a managed pool of assets, the entity appointed to manage the pool of assets must have adequate experience and expertise and such entity must be required to provide periodic financial reports on the performance and credit quality of the pool, for the benefit of the trustee.
- 1.4 In the case of asset-backed securities that are secured by equity securities, the equity securities must represent minority interests in, and must not carry legal or management control of, the underlying entities and must be listed on the Exchange or listed on another exchange recognised for this purpose by the Exchange.
- 1.5 The Issuer must appoint and maintain a payment agent acceptable to the Exchange.
- 1.6 Exchange will not approve an Issuer for listing if any Related Persons or investor relations persons associated with the Issuer have been convicted of fraud, breach of fiduciary duty, violations of securities legislation (other than a minor breach that does not necessarily give rise to investor protection or market integrity concerns) or any other activity that concerns integrity of conduct unless the Issuer first severs relations with such person(s) to the satisfaction of the Exchange.
- 1.7 The Exchange may not approve an Issuer for listing if any Related Persons or investor relations person(s) associated with the Issuer:
 - a) have entered into a settlement agreement with a securities regulator or other authority;
 - b) are known to be associated with other offenders, depending on the nature

and extent of the relationship and the seriousness of the offence committed; or

- c) have a consistent record of business failures, particularly failures involving public companies,

unless the Issuer first severs relations with such person(s) to the satisfaction of the Exchange.

- 1.8 The Exchange may deem any person to be unacceptable to be associated in any manner with a Listed Issuer if the Exchange reasonably believes such association will give rise to investor protection concerns or could bring the Exchange into disrepute.

PART B: Documents required with application

2 Application

21 The application for listing must include the following:

- a) a letter applying to qualify for listing (Form 1A - Debt Securities) requesting qualification for listing of one or more specific classes of securities of the Issuer;
- b) a completed Listing Application (Form 1B - Debt Securities) together with the supporting documentation set out below;
- c) a draft Listing Statement (Form 2A) including financial statements approved by the Issuer's board of directors and its audit committee, if the Issuer has an audit committee;
- d) a duly executed Personal Information Form (Form 3) from each Related Person of the Issuer and, if any of these persons is not an individual, a Personal Information Form from each director, senior officer and each person who beneficially, directly or indirectly owns, controls or exercises direction over 20% or more of the voting rights of such non-individual;
- e) current insider reports from each person required to file a Personal Information Form, as filed with the Commission; and
- f) the relevant portion of the Listing Fees, plus applicable taxes.

The Exchange may, at its sole discretion, determine that items (d) and (e) do not apply to an application to list a debt security that is exempt from prospectus requirements under section 73 of the Securities Act.

22 Listing Statement

The Listing Statement required to be submitted to the Exchange shall comprise:

- a) a document that contains all of the information required by Form 2A; or
- b) in the case of a tranche issued pursuant to a programme, a term sheet.

23 Supporting Documents

In addition to the Listing Application (Form 1B - Debt Securities) the Issuer must submit:

- a) the participation agreement; and
- b) the declaration of trust or other document constituting the securities.

The Exchange may also require a legal opinion that confirms that the debt securities have been duly constituted and, when issued, will be fully paid and non-assessable.

24 Pre-approval of issuance programmes

- a) Where an Issuer issues debt securities of the same class on a regular basis under an issuance programme an Issuer may make an application for the pre-approval of the listing of a specified number of securities which may be issued in a particular case.
- b) Where debt securities are to be issued under an issuance programme, the initial application must cover the maximum amount of securities that may be in issue at any one time under the programme. If the Exchange approves the application, it will grant pre-approval for the listing of all the securities that may be issued under the programme within twelve (12) months after the approval, subject to the Exchange receiving:
 - i. advice of the final terms of each issue,
 - ii. copies of any supplementary document or pricing supplement issued in support of the tranche or series,
 - iii. confirmation that the Issuer is still in full compliance with these Listing Rules and that the issue falls within the terms and conditions of the issuance programme, and
 - iv. confirmation that the securities in question have been issued.
- c) The debt securities to be issued under an issuance programme must be identical, except in respect of their designation (i.e., they can be different series), the term of the securities (i.e., the maturity date may vary), the amount of the tranche (within the overall maximum amount of the programme), and the yield (e.g., the coupon rate may vary). Securities that are not identical may not be issued under a programme and will require a separate application.

- 25 The final terms of each issue which is intended to be listed must be submitted in writing to the Exchange as soon as possible after they have been agreed and in any event no later than two (2) Business Days before the listing is required to become effective. The Exchange reserves the right to impose additional requirements on an issue made under an issuance programme, including imposing a requirement to make a new application in respect of that issue, if it considers that the issue does not fall within the scope of the programme.