

POLICY 2.8

SUPPLEMENTAL LISTINGS

Scope of Policy

This Policy describes the requirements to list a class of securities other than common shares or equivalent securities (“**Common Shares**”). For greater clarity, this Policy applies to the listing of Warrants, preferred shares, and convertible and non-convertible notes and debentures.

This Policy applies if the Issuer’s Common Shares are already listed on the Exchange or the Issuer is concurrently applying to list its Common Shares and another class of securities (“**Supplemental Securities**”). This Policy also applies to Issuers with securities listed on the TSX, NYSE, Nasdaq or another senior exchange (“**Senior Exchange**”) making application to list Supplemental Securities on the ~~Exchange securities exchangeable for or convertible into securities listed on the Senior~~ Exchange. For Issuers applying to list only Supplemental Securities, refer also to Policy 2.7 – *Pre-Filing Conferences* and Policy 3.5 – *Restricted Shares*.

The main headings in this Policy are:

1. General Requirements
2. Distribution Requirements
3. ~~Application Process and Filing Requirements~~
3. ~~Distribution Requirements~~
4. ~~Convertible or Exchangeable Securities~~ 5. ~~Trading~~

1. General Requirements

1.1 A “supplemental listing” generally means any listing of Supplemental Securities. An Issuer applying for a supplemental listing must comply in all respects with the Continued Listing Requirements of the Exchange. A supplemental listing is not permitted if the Issuer is in default of any Exchange Requirement. An ~~Issuer~~issuer with securities listed on a Senior Exchange making application for listing of ~~Warrants~~Supplemental Securities pursuant to this Policy must be in good standing on the Senior Exchange upon which its securities are listed.

~~1.2 The Exchange in its discretion may apply any provision of Policy 2.1 – Initial Listing Requirements in addition to or in substitution for any provision in this Policy.~~

1.2 ~~1.3~~ Any Supplemental Securities must comply with Policy 3.5 – *Restricted Shares* and applicable Securities Laws.

1.3 If the Supplemental Securities are issued as part of a specific type of transaction (such as a private placement or public offering), refer also to the Policy applicable to that transaction and Issuers listed on the Exchange may not issue Supplemental Securities until accepted by the Exchange.

1.4 Supplemental Securities listed on the Exchange must be transferable, assignable and free of any trading restrictions and the customary form of transfer/assignment must be included on the certificate representing such Supplemental Securities.

1.5 The Exchange will not list Supplemental Securities in respect of which the trust indenture (or equivalent document):

(a) entitles the directors of the Issuer to change the conversion, exercise, exchange, redemption, maturity or other material terms (except for adjustments in the event of share consolidations, splits, amalgamations or other corporate reorganizations); or

(b) provides for the payment or settlement of interest in any manner other than cash.

1.6 If the Issuer intends to pay a fee to Members for assisting in obtaining conversions, exercise or exchanges of Supplemental Securities, the Issuer must give notice of this arrangement to the Exchange prior to the expiry date of the Supplemental Securities.

2. Distribution Requirements

2.1 Generally, an applicant seeking a listing of Supplemental Securities on the Exchange must have a minimum of 200,000 Supplemental Securities outstanding held by at least 75 Public Shareholders, each holding a board lot or more. However, the supplemental listing of preferred shares or convertible or non-convertible notes or debentures, that do not meet those distribution requirements, must have an aggregate face value of at least \$1,000,000.

2.2 For the purpose of determining the initial board lot size for Warrants, if the securities underlying those Warrants are listed for trading on the Exchange, the Warrants will have the same board lot size requirements as the underlying securities.

2.3 The Exchange will consider the public interest and any facts or circumstances unique to the applicant in considering whether the distribution of the applicant's Supplemental Securities will ensure an orderly market which is free of manipulation and abuse and may exercise its discretion accordingly.

2.4 Once trading on the Exchange, if there is insufficient distribution of the Supplemental Securities for an orderly market, the Exchange may declare that the remaining Supplemental Securities will only be traded on a cash basis or be delisted from the Exchange.

3. ~~2.~~ **Application Process and Filing Requirements**

3.1 ~~2.1~~ **Application and Initial Filing Requirements**

An Issuer may apply for a supplemental listing by sending an application letter to the Exchange. The letter must be accompanied by the preliminary Prospectus or, if applicable, the draft circular or offering document describing the rights and restrictions of the Supplemental Securities together with the applicable minimum ~~listing~~ fee pursuant to Policy 1.3 – *Schedule of Fees* (collectively, the “**Initial Submission**”). Where the Supplemental Securities have accelerated expiry provisions or early redemption provisions, a description of such provisions must be included in the Initial Submission and additional requirements may apply.

3.2 ~~2.2~~ **Conditional Acceptance**

Upon receipt of the Initial Submission, the Exchange may require the applicant to respond to any questions or comments of the Exchange and may require the submission of any additional documents that the Exchange considers appropriate. Following review of the Initial Submission, the Exchange may grant conditional acceptance of the application for listing.

3.3 ~~2.3~~ **Final Filing Requirements**

Before the Supplemental Securities will be listed for trading, the following documents must be filed with the Exchange:

- (a) a copy of the final Prospectus, circular or other offering document, if applicable;
- (b) a copy of any constating documents creating, describing or governing the terms of the Supplemental Securities, including any agreement or trust indenture (or equivalent document), and any amendments;
- (c) satisfactory evidence that the Supplemental Securities are free of any trading restrictions, such as a final receipt for a Prospectus qualifying the distribution of the Supplemental Securities and which discloses the specific offering terms of the Supplemental Securities or an opinion of legal counsel;
- (d) a definitive specimen of the certificate for the Supplemental Securities with the ISIN or CUSIP number imprinted thereon;
- (e) a Form 2E – Distribution Summary Statement (~~Form 2E~~) or other evidence satisfactory to the Exchange confirming that the distribution requirements for the Supplemental Securities at section 32 have been satisfied; and

- (f) the balance of the applicable ~~listing~~ fee as set out in Policy 1.3 ~~—~~ Schedule of Fees; ~~and~~
- (g) ~~if applicable, the additional listing fee for the maximum number of Listed Shares issuable upon exercise or conversion of the Supplemental Securities.~~

3.4 ~~2.4~~ Additional Filing Requirement for ~~issuers listed~~ Issuers Listed on a Senior Exchange

In addition to the documentation required in section ~~2.3, 3.3~~, the issuer must provide evidence that it is in good standing on the Senior Exchange upon which its securities are listed.

3.5 ~~2.5~~ Final Exchange Bulletin

If the final documentation is satisfactory, the Exchange will issue an Exchange Bulletin confirming the Exchange acceptance of the application for listing of the Supplemental Securities.

~~3. Distribution Requirements~~

- ~~3.1 An applicant seeking a listing of Supplemental Securities on the Exchange must have a minimum of 200,000 Supplemental Securities outstanding held by at least 75 Public Shareholders, each holding a Board Lot or more.~~
- ~~3.2 The Exchange will consider the public interest and any facts or circumstances unique to the applicant in considering whether the distribution of the applicant's Supplemental Securities will ensure an orderly market which is free of manipulation and abuse and may exercise its discretion accordingly.~~

~~4. Convertible or Exchangeable Securities~~

- ~~4.1 The Exchange will consider applications made by an Issuer for the supplemental listing of convertible or exchangeable securities ("Warrants"). In addition, Issuers listed on a Senior Exchange may apply to have Warrants listed on the Exchange in accordance with this Policy. The Warrants must be exercisable into the securities listed on the Senior Exchange.~~
- ~~4.2 Issuers may not issue Warrants until approved by the Exchange.~~
- ~~4.3 If the Warrants are issued as part of a specific type of transaction (such as a private placement or public offering), refer to the Policy applicable to that transaction.~~
- ~~4.4 Warrants listed on the Exchange must be assignable and the customary form of assignment must be included on the Warrant certificate.~~
- ~~4.5 Warrants listed on the Exchange must be transferable and free of any trading restrictions~~
- ~~4.6 The Exchange will not list Warrants in respect of which the Warrant trust indenture (or equivalent document) entitles the directors of the Issuer to change the exercise price~~

~~(except for adjustments in the event of share consolidations, splits, amalgamations or other corporate reorganizations) or which provides for the possibility of an accelerated expiry date.~~

- ~~4.7 — The Warrants shall commence trading upon completion of the offering unless the Agent has previously advised the Exchange that less than 75 Persons including Members hold such Warrants.~~
- ~~4.8 — Once trading on the Exchange, if there is insufficient distribution of the Warrants for an orderly market, the Exchange may declare that the remaining Warrants will only be traded on a cash basis.~~
- ~~4.9 — If the number of listed Warrants is reduced to less than 75,000, the Warrants will generally be delisted from trading on the Exchange.~~
- ~~4.10 — If the Issuer intends to pay a fee to Members for assisting in obtaining conversions of Warrants, the Issuer must give notice of this arrangement prior to the expiry date of the Warrants.~~

4. ~~5.~~ Trading

- 4.1 ~~5.1~~ Supplemental Securities Trading in rights and warrants that have an expiry date ~~must be traded on a cash basis during the days preceding~~ shall be for cash same day settlement on the expiry date as set out in Rule C.2.18 of the TSX Venture Exchange Rule Book and Policies. ~~Trading~~ On the expiry date, trading in such Supplemental Securities ~~will~~ shall cease at 9:00 a.m. (Vancouver time), 10:00 a.m. (Calgary time) and 12:00 noon (Toronto and Montréal time) ~~on the expiry date.~~
- ~~5.2 — Notwithstanding section 3, if the securities underlying the Supplemental Securities are posted for trading on the Exchange, the Supplemental Securities will have the same Board Lot requirements as the underlying securities. Trading in other types of Supplemental Securities may also be subject to special trading and settlement rules near their maturity date.~~

