

**AMENDMENTS TO
COMPANION POLICY 54-101CP
COMMUNICATION WITH BENEFICIAL OWNERS
OF SECURITIES OF A REPORTING ISSUER**

PART ONE – AMENDMENTS

1.1(a) Subsection 2.1(1) of the Companion Policy 54-101CP (the Companion Policy) is amended by deleting from the final sentence the words “; an example of these types of materials would be corporate communications containing product information.”

(b) Subsection 2.2(1) of the Companion Policy is amended by adding the following sentence to the end of the subsection:

Subsection 2.12(3) does not require a reporting issuer to send proxy-related materials to all beneficial owners outside Canada. A reporting issuer need only send proxy-related materials to beneficial owners who hold through proximate intermediaries that are either participants in a recognized depository, or intermediaries on the depository’s intermediary master list.

(c) Subsection 2.4(2) of the Companion Policy is repealed and the following substituted:

(2) For the purposes of the Instrument, if an intermediary that holds securities has discretionary voting authority over the securities, it will be the beneficial owner of those securities for purposes of providing instructions in a client response form, and would not also be an “intermediary” with respect to those securities.

1.2 (a) Subsection 3.2(3) of the Companion Policy is repealed and the following substituted:

(3) New intermediary searches may have to be conducted if the nature of the business to be transacted at the meeting is materially changed. If the nature of the business is changed to add business that results in the meeting becoming a special meeting, it may be necessary to conduct new intermediary searches in order to ensure that beneficial owners that had elected to receive only proxy-related materials that are sent in connection with a special meeting receive proxy-related materials for the meeting.

1.3 (a) Section 4.1 of the Companion Policy is amended by adding the following sentence to the end of the section:

Section 4.6 of National Instrument 51-102 *Continuous Disclosure Obligations* requires reporting issuers to send annually a request form to the registered holders and beneficial holders of its securities that the holders may use to request a copy of the reporting issuer’s financial statements and MD&A. Failing to return the request form or otherwise specifically request a copy of the financial statements or MD&A from the reporting

issuer will override the beneficial owner's standing instructions under this Instrument in respect of the financial statements.

(b) Part 4 of the Companion Policy is amended by adding the following section 4.8:

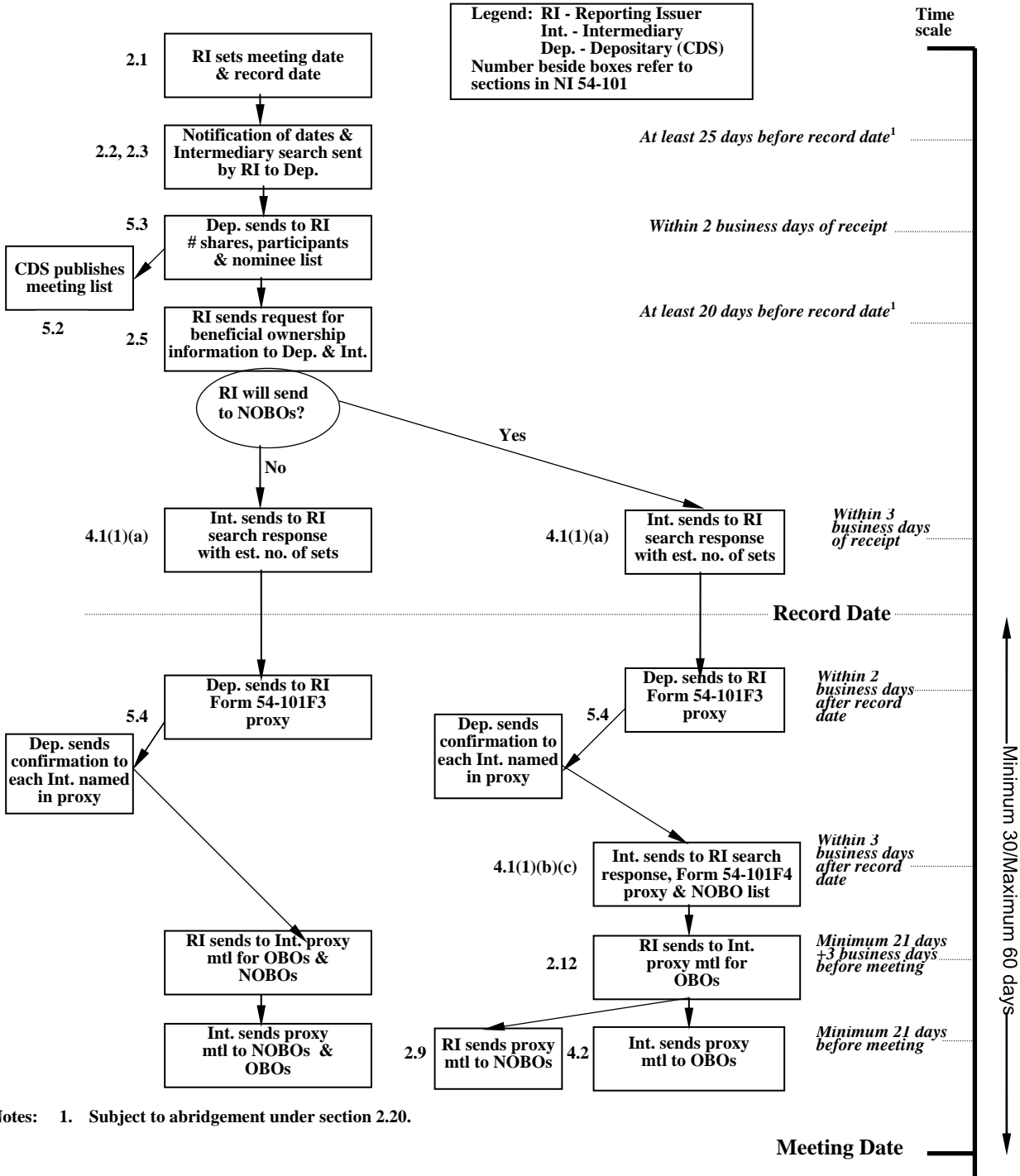
4.8 Instructions from Existing Clients – A client deemed to be a NOBO under NP41 can continue to be treated as a NOBO under paragraph 3.3(b)(ii) of this Instrument. However, intermediaries are responsible for ensuring that they comply with their obligations under privacy legislation with respect to their clients' personal information. Intermediaries may find that, notwithstanding paragraph 3.3(b)(ii), privacy legislation requires that they take measures to obtain their clients' consent before they disclose their clients' names and security holdings to a reporting issuer or other sender of material.

1.4 Subsection 5.4(4) of the Companion Policy is amended by deleting the first sentence of that subsection and substituting the following:

Section 3.2 of the Instrument requires intermediaries that hold securities on behalf of a client in an account to obtain the electronic mail address of the client, if available, and if applicable, to enquire whether the client wishes to consent to electronic delivery of documents by the intermediary to the client.

1.5 Appendix A of the Companion Policy is deleted in its entirety and the following substituted:

Appendix A Proxy Solicitation under NI 54-101



PART TWO – EFFECTIVE DATE

2.1 These amendments come into effect on February 9, 2005.