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**Section 613
Security Based Compensation Arrangements**

STAFF NOTICE TO APPLICANTS, LISTED ISSUERS, SECURITIES LAWYERS AND PARTICIPATING ORGANIZATIONS

Toronto Stock Exchange ("TSX") is pleased to announce that today it has published an updated *Guide to Security Based Compensation Arrangements* (the "Guide"), which is available on its website here: <https://www.tsx.com/resource/en/74>.

Executive compensation and, more particularly, security based compensation continues to grow in complexity and has come under increased scrutiny by securities regulators, institutional investors and other market participants.

This third edition of the Guide, which was originally published in 2007, is intended to help listed issuers gain a better understanding of the issues relating to security based compensation arrangements and assist listed issuers in preparing meaningful disclosure that complies with TSX requirements.

The Guide provides TSX guidance on:

- TSX's regulatory approach to security based compensation arrangements, including a review of requirements for security holder approval, terms that must be included and terms subject to the issuer's discretion.
- TSX disclosure requirements relating to security based compensation arrangements that must be disclosed to security holders on an annual basis, as well as upon adoption and amendment of a plan, together with examples.
- TSX reporting requirements regarding security based compensation arrangements.
- Special requirements related to anti-dilution provisions, secondary security purchase plans administered by non-independent trustees, backdating of stock options, as well as plans of arrangement and reorganizations.
- Frequently asked questions.

If you have any questions about this Staff Notice or the Guide, please contact your listings manager.