

A.S.C Notice 16

National Policy Statement No. 41 - Shareholder Communication (the "Policy")

1. BLANKET ORDER: EXEMPTION FROM INTERIM FINANCIAL STATEMENTS

- 1.1 The Policy provides that reporting issuers will be given an exemption in respect of the delivery of interim financial statements (the exemption does not apply with respect to audited annual financial statements which must be sent to both registered and non-registered shareholders) to their registered shareholders, provided that the issuer:
 - 1.1.1 files such statements with securities commissions and relevant stock exchanges;
and
 - 1.1.2 releases such statements to the financial press,
- 1.2 Every shareholder, registered or non-registered, who wishes to receive such interim financial statements may place themselves on a Supplemental Mailing List maintained by the issuer for this purpose. They will be given a convenient opportunity to do so each year with the annual meeting materials which will include a return card.
- 1.3 An order of the Alberta Securities Commission (the "Commission") dated March 9, 1988 (the "Blanket Order") providing the exemption is attached to this Notice and is identified as Schedule A.
- 1.4 The Blanket Order also provides an opportunity for issuers having annual meetings late on in the year to have the benefit of the exemption provided that they afford registered and non-registered holders a convenient opportunity to be placed on the Supplemental Mailing List by mailing to both registered and non-registered shareholders (the non-registered shareholders through the communication system in the Policy) a return card accompanied by an appropriate explanation (see paragraph 5.4 of the Blanket Order).
- 1.5 A number of issuers wish to continue sending their interim financial statements to their registered shareholders notwithstanding the availability of the exemption in the Blanket Order. Such issuers are still required to maintain a Supplementary Mailing List for their non-registered holders but are only required to send return cards to their non-registered holders.

2. REQUEST TO VARY THE REQUIREMENTS IN THE POLICY

- 2.1 An order of the Commission dated March 16, 1988 (the "Delegating Order") authorizes the Director or any Deputy Director of the Commission (hereinafter collectively called the

"Director") to vary any requirement in the Policy if the Director is satisfied that varying the requirement will not:

- 2.1.1 offend the spirit, intent or basic mechanics of the Policy;
- 2.1.2 effectively grant an exemption from any requirement in the Policy; and
- 2.1.3 be prejudicial to the public interest;
- 2.2 A copy of the Delegating Order is attached to this Notice and is identified as Schedule B.
- 2.3 There is no prescribed form for applications. A letter, containing the required information, will be sufficient. The information required should, at a minimum, provide:
 - 2.3.1 general background information as outlined in section 4 of A.S.C. Policy 2.1
 - 2.3.2 a specific reference to the section in the Policy for which a variation is sought;
 - 2.3.3 the reason(s) and argument(s) supporting the variation request;
 - 2.3.4 an alternative action plan;
 - 2.3.5 a written acknowledgement, if required, from any individual or organization acknowledging and accepting their involvement in the alternative action plan;
 - 2.3.6 confirmation that the requested variation and alternative action plan does not contravene any applicable business corporation legislation;
 - 2.3.7 whether or not a similar application has been made in other jurisdictions;
 - 2.3.8 the outcome of the applications in other jurisdictions;
 - 2.3.9 a draft Waiver under Part XI of the Policy (see attached Schedule C for sample Waiver document); and
 - 2.3.10 any other relevant information that may be required by the Director.
- 2.4 In the event a successful application has been made in another jurisdiction, the applicant should send a copy of the application made in the other jurisdiction as well as a copy of the "ruling" made in such jurisdiction. In addition, the applicant shall provide the information requested in this Notice if such information is not contained in the application document to the other jurisdiction.
- 2.5 A Waiver under Part XI of the Policy will, if appropriate, be issued by the Director.

ALBERTA SECURITIES COMMISSION

IN THE MATTER OF Part XI of The Securities Act
(S.A. 1981, c. S-6.1, as amended) (the "Act")

and -

IN THE MATTER OF National Policy Statement No. 41
and Certain Reporting Issuers

O R D E R
(Section 123(b)(iii))

1. WHEREAS Part XI of the Securities Act (S.A. 1981, c.S-6.1, as amended) (the "Act") authorizes the Alberta Securities Commission (the "Commission") by Order to grant exemptions from certain of the obligations set out in Part XI of the Act;
2. AND WHEREAS the Commission is of the view that the information contained in the interim financial statements of reporting issuers referred to in subsection 120(l) of the Act is effectively available to security holders generally by virtue of media coverage and filing with the Commission and stock exchanges at an earlier date than individual delivery by mail can accomplish;
3. AND WHEREAS National Policy Statement No. 41 requires reporting issuers to deliver the interim financial statements to any security holder of the issuer who requests the issuer in writing to be placed on a Supplemental Mailing List maintained by the issuer for this purpose, and provides a procedure whereby a security holder can conveniently make such a request;
4. AND WHEREAS the Commission is satisfied that to do so would not be prejudicial to the public interest;
5. IT IS HEREBY ORDERED pursuant to section 123(b)(iii) of the Act that:
 - 5.1 A reporting issuer is exempt from the requirement in section 122 of the Act to deliver the interim financial statements required by section 120 of the Act to security holders, provided that:
 - 5.1.1 the issuer complies with National Policy Statement No. 41, in particular with respect of the establishment and maintenance of a Supplementary Mailing List as

defined in that Policy Statement; and

- 5.1.2 the issuer files its interim financial statements with the Commission as required by section 120 of the Act and concurrently files such statements with all stock exchanges upon which securities of the issuer are listed, and issues a press release with the highlights of the information contained in such statements to the financial press.
- 5.2 Subject to paragraph 5.4, this Order shall be effective in respect of interim financial statements for the fiscal period of the issuer ending on or after the first annual meeting of the security holders of the issuer that takes place on or after March 1, 1988 in respect of which meeting the issuer complies with National Policy Statement No. 41.
- 5.3 The exemption in this Order will continue to be in effect in respect of interim financial statements for the fiscal periods of the issuer ending on or after each annual meeting of security holders of the issuer in respect of which meeting the issuer complies with National Policy Statement No. 41.
- 5.4 A reporting issuer that wishes to use the exemption provided by this Order before its first annual meeting that takes place on or after March 1, 1988 may do so once it has established a Supplemental Mailing List as defined in National Policy Statement No. 41, provided that it otherwise complies with the Policy and this Order.

For the purpose of establishing a Supplemental Mailing List, the issuer shall send to all its security holders registered or non-registered, of the classes entitled to receive interim financial statements, a return card permitting the security holder to request to be placed on the issuer's Supplemental Mailing List together with an appropriate written explanation to the security holder. The communication to non-registered security holders shall be carried out in accordance with the procedure set out in National Policy Statement No. 41, in particular:

- 5.4.1 determining from the Canadian Depository for Securities Limited ("CDS") and Vancouver Stock Exchange Service Corporation ("VSESC") the intermediaries for whom they hold the relevant classes of securities;
- 5.4.2 obtaining a current list of registered nominees;
- 5.4.3 delivering search cards to the intermediaries for whom CDS and VSESC hold securities and to the registered nominees appearing on the issuer's shareholders' list;
- 5.4.4 bulk delivery of return cards and explanatory material to the intermediaries,

including the registered nominees, referred to in 5.4.3; and

5.4.5 delivery of return cards and explanatory material to non-registered security holders by the intermediaries.

Dated at the City of EDMONTON,	)	ALBERTA SECURITIES COMMISSION
)	
in the Province of ALBERTA,	)	<u>(original signed by)</u>
	)	E.B. Allan
this 9 th Day of March, 1988)	
	)	<u>(original signed by)</u>
	)	N.F. Elsey

ALBERTA SECURITIES COMMISSION

IN THE MATTER OF The Securities Act

- and -

IN THE MATTER OF The Authorization of the Director
National Policy Statement No. 41 (the "Policy")

A U T H O R I Z A T I O N
(Section 14(3))

1. WHEREAS pursuant to section 14(3) of the Act, the Alberta Securities Commission (the "Commission") may, in writing, authorize the Director or any Deputy Director of the Commission (hereinafter collectively called the "Director") to do certain acts or things required or permitted to be done by the Commission under the Act;
2. AND WHEREAS it has been represented to the Commission that:
 - 2.1 the only mechanism currently available to issuers desiring a minor variation to any requirement in the Policy is a formal application before the Commission;
 - 2.2 most requests, to date, for minor variation, do not offend the spirit, intent or the basic mechanics of the Policy;
 - 2.3 most requests, to date, are not for exemption from any requirement of the Policy;
3. AND WHEREAS the Commission is satisfied that to do so would not be prejudicial to the public interest and considers it expedient in the public interest to provide a summary method to resolve certain issues;
4. THE COMMISSION pursuant to section 14(3) of the Act hereby authorizes, effective March 16, 1988, the Director to vary any requirement in the Policy provided that the Director is satisfied that varying any requirement in the Policy will not:
 - 4.1 offend the spirit, intent or the basic mechanics of the Policy;

4.2 effectively grant an exemption from any requirement in the Policy; and

4.3 be prejudicial to the public interest.

5. NOTWITHSTANDING this authorization, the Commission may do any act or thing in respect of which this authorization was given.

Dated at the City of EDMONTON,	)	ALBERTA SECURITIES COMMISSION
)	
in the Province of ALBERTA,	)	<u>(original signed by)</u>
	)	E. B. Allan
this 16 th Day of March, 1988)	
	)	<u>(original signed by)</u>
	)	N. F. Elsey
)	
	)	<u>(original signed by)</u>
	)	R. G. Donlevy

ALBERTA SECURITIES COMMISSION

IN THE MATTER OF National Policy No. 41 -
Shareholder Communications (the "Policy")

- and -

IN THE MATTER OF XYZ Ltd,

WAIVER UNDER PART XI OF THE POLICY

1. WHEREAS XYZ Ltd. (the "Company") has applied to the Alberta Securities Commission (the "Commission") for a Waiver under Part XI of the Policy;
2. AND WHEREAS the Company has represented to the Commission that:
 - 2.1 the Company is a reporting issuer;
 - 2.2 the Company is incorporated under and is governed by the provisions of (the Business Corporations Act of Alberta);
 - 2.3 the Company proposes to hold an annual general meeting of its shareholders on (date)
 - 2.4 the date of the Annual Meeting cannot be easily rescheduled;
 - 2.5 (other relevant representations);
3. AND WHEREAS the Commission, pursuant to Section 14(3) of the Securities Act (S.A. 1981, C.S-6.1, as amended) (the "Act") has made an assignment to the Director (Deputy Director) for the granting of Waivers under Part XI of the Policy;
4. AND WHEREAS the Director (Deputy Director) is of the opinion that to grant this Waiver would not offend the spirit, intent or the basic mechanics of the Policy; would not effectively grant an

exemption from any requirements in the Policy; and would not be prejudicial to the public interest;

5. The Director (Deputy Director) hereby waives the requirement under section 6 of Part IV of the Policy requiring the Company to deliver sets of proxy-related materials to intermediaries "not later than 33 days before" its annual general meeting provided that:

5.1 the Company makes every reasonable effort to bulk-ship the proxy-related material to the intermediaries by (date), and in any account not later than (date);

5.2 (other relevant provisions).

Dated at the City of EDMONTON	)	ALBERTA SECURITIES COMMISSION
)	
in the Province of ALBERTA)	_____
	)	Director (Deputy Director)
this Day of , 19)	