

FORM 18

Notice of Takeover Bid

Type of Notice: Preliminary Final

Name of Listed Issuer: _____ (the "Listed Issuer").

Trading Symbol: _____

Date: _____

1. The class of securities that are the subject of the bid and a description of the rights of the holders of any other class of securities that have a right to participate in the offer by conversion or otherwise;
2. The cash price to be paid per share and the number of shares sought;
3. The terms of the bid, including the date of the book, method of tendering to the bid and settlement of tenders, any commissions to be paid to Participating Organizations, the names of any person or company retained to make solicitations in respect of the bid, and any other relevant information with respect to such terms;
4. The number and percentage of each class of outstanding equity or voting securities of the offeree issuer owned directly or indirectly by:
 - a) the offeror,
 - b) each of the offeror's directors and senior officers and their associates,
 - c) any other person or company acting jointly or in concert with the offeror,
 - d) where known after reasonable enquiry, any person or company holding 10 percent or more of any class of equity or voting securities of the offeror, and
 - e) Where known after reasonable enquiry, any person or company holding 1 or more percent or more of any class of equity or voting securities of the offeree issuer;
5. Where known after reasonable enquiry, the number of each class of equity or voting securities of the offeree issuer traded by each of the persons or companies referred to in paragraph 4 above during the six-month period preceding the date of filing of the notice, including the purchase or sale price and the date of each such transaction;
6. Details of any commitments made by any of the persons or companies referred to in paragraph 4 above hereof to acquire any equity or voting securities of the offeree

- issuer (other than pursuant to the bid) and the terms and conditions of such commitments;
7. Summary showing in reasonable detail the volume of trading and price range of the securities for which the bid is made in the twelve- month period preceding the date of filing of the notice, on the Exchange and on any other principal market, and the market price of such securities immediately before the announcement of the bid;
 8. The particulars of any arrangement or agreement made or proposed to be made between the offeror and any of the directors or senior officers of the offeree issuer, including particulars of any payment or other benefit proposed to be made or given by way of compensation for loss of office or for remaining in or retiring from office if the bid is successful;
 9. The particulars of any information known to the offeror of any material change in the affairs of the offeree issuer, or any material fact concerning the securities of the offeree issuer that has not been generally disclosed;
 10. Information regarding any plans or proposals of the offeror to liquidate the offeree issuer, to sell, lease or exchange all or substantially all of the assets of the offeree issuer or to amalgamate such issuer with any other company, or to make any other major change in the business, operations, corporate structure, management or personnel of the offeree issuer;
 11. A statement of any right of appraisal that shareholders of the offeree issuer may have under applicable laws and whether the offeror intends to exercise any right of acquisition it may have under applicable legislation;
 12. A statement of the rights provided by subsection 131(1) of the Securities Act;
 13. *A statement to the effect that the bid may only be withdrawn pursuant to Rule 6-302(b), or in the circumstances referred to in Rule 6-202(4)*
 14. Information satisfactory to the Exchange regarding the identity and financial resources of the offeror, including:
 - a) if it is a corporation, the names of its directors, officers and principal shareholders,
 - b) if it is a partnership, the names of its partners, and suitable disclosure regarding any corporate partners, and
 - c) the source of funds to be used to pay for securities tendered to the bid and the terms of any financing obtained;
 15. Where a valuation is provided pursuant to a legal requirement or otherwise,

- a) a summary of the valuation disclosing the basis of computation, scope of review, relevant factors and their values, and the key assumptions on which the valuation is based, and
 - b) where copies of the valuation are available for inspection and a statement that a copy of the valuation will be mailed upon payment of a charge covering copying and postage;
16. Details of any important business relationship between the offeror and the offeree Listed Issuer;
17. Any other information not disclosed in the foregoing that would reasonably be expected to affect the decision of the security holders of the offeree issuer to accept or reject the bid.

Certificate

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
- 4. All of the information in this Form is true.

Dated _____.

Name of Director or Senior Officer

Signature

Official Capacity