

## **POLICY 9**

### **CORPORATE ACTIONS**

#### **9.1 Change of Name**

- (1) Upon a change of name of a Listed Issuer,
  - (a) the Exchange may assign a new stock symbol to the Listed Issuer's securities at the request of the Listed Issuer or on its own initiative. The Listed Issuer's choices must be communicated directly to the Exchange in advance of the effective date of the name change.
  - (b) the Listed Issuer must obtain a new CUSIP number/ISIN subject to the Clearing Corporation advising the Listed Issuer in response to its application that a new CUSIP number is not required.
- (2) The following documents must be Posted in connection with a name change:
  - (a) a press release announcing the name change;
  - (b) a notarial or certified true copy of the Certificate of Amendment, or equivalent document;
  - (c) for a certificated issuance, a copy of the definitive specimen of the new or over-printed share certificates;
  - (d) confirmation from the registrar or transfer agent that it is in a position to effect transfer in the new issue; and
  - (e) confirmation of notification by the Listed Issuer the Clearing Corporation of the name change.
- (3) The Listed Issuer's securities will normally commence trading under the new name and symbol at the opening of trading two or three Trading Days after all the documents set out in Section 9.1(2) are Posted. The Exchange will issue a Bulletin advising of the name change and effective date of trading under the new name and symbol.

#### **9.2 Stock Split**

- (1) In order to facilitate trading in the securities of the Listed Issuer and prevent confusion, the Listed Issuer must, after obtaining all necessary shareholder and other corporate approvals but prior to filing its Articles of Amendment, if applicable, fix in advance a Record Date for determining shareholders entitled to the benefit of the stock split. The Exchange must be notified at least three days in advance of the Record Date.
- (2) There are two methods of effecting a stock split:
  - (a) the "push-out" method, and
  - (b) the "call-in" method. If the stock split is accompanied by a share reclassification, either the push-out method or the call-in method may be used; otherwise the

push-out method is preferable.

- (3) Under the push-out method, the shareholders keep the share certificates they currently hold, and shareholders of record as of the close of business on the Record Date are provided with additional share certificates by the Listed Issuer.
- (4) Under the call-in method, the Listed Issuer implements the stock split by replacing the share certificates currently in the hands of the shareholders with new certificates. Letters of Transmittal are sent to the shareholders of record as of the Record Date requesting them to exchange their share certificates at the offices of the Listed Issuer's transfer agent.
- (5) If the stock split must be approved by the shareholders, the meeting of shareholders must take place at least seven Trading Days in advance of the Record Date.
- (6) The shares will commence trading on the Exchange on a split basis at the opening of business on the Trading Day preceding the Record Date. The Exchange will issue a Bulletin to Dealers advising of the stock split and effective date of trading on a split basis.
- (7) If the push-out method is to be used, the following documents must be Posted or filed, as applicable, with the Exchange at least three Trading Days in advance of the Record Date:
  - (a) a press release announcing the stock split;
  - (b) confirmation of the Record Date, which is deemed to be after the close of trading on that day;
  - (c) an opinion of counsel that all the necessary steps have been taken to validly effect the split in accordance with applicable law and that the additional shares will be validly issued as fully paid and non-assessable;
  - (d) if the stock split is accompanied by a share reclassification, definitive specimens of the new share certificates;
  - (e) confirmation of notification by the Listed Issuer to the Securities Regulatory Authority and the Clearing Corporation of the stock split; and
  - (f) a copy of the Certificate of Amendment, or equivalent document.

The Listed Issuer must also Post a statement as to the date the additional share certificates were sent to the shareholders.

- (8) Where the call-in method is to be used, the following additional documents must be Posted or filed, as applicable, with the Exchange:
  - (a) a copy of the Letters of Transmittal;
  - (b) for a certificated issuance, a definitive specimen of the new share certificates; and
  - (c) confirmation from the registrar and transfer agent that it is in a position to effect transfer of the new share certificates giving effect to the stock split.

The Listed Issuer must also Post a statement as to the mailing date of the Letters of Transmittal.

### 9.3 Stock Consolidation

- (1) The Listed Issuer must obtain new share certificates and a new CUSIP number/ISIN for the consolidated shares, subject to the Clearing Corporation advising the Listed Issuer in response to its application that a new CUSIP number for the consolidated shares is not required.
- (2) Listed Issuers may not effect a share consolidation which reduces the number of issued and outstanding shares of the Issuer, without giving effect to any other distribution or transaction, to less than 1,000,000 shares or if the share consolidation is effected in connection with another distribution or transaction, to less than 500,000 shares, prior to giving effect to the distribution or transaction. Listed Issuers shall not effect a share consolidation which reduces the number of public holders (as that term is defined in Policy 2) holding at least a Board Lot to less than 100, prior to giving effect to any other distribution or transaction. In the case of a share consolidation in connection with a Fundamental Change, the number of shares and public holders of at least a Board Lot may not be reduced below the minimum required for eligibility for Listing for a new Issuer.
- (3) The Exchange must be notified and the following documents must be Posted at least three Trading Days in advance of the Record Date:
  - (a) a press release announcing the stock consolidation;
  - (b) a completed Notice of Proposed Consolidation or Reclassification;
  - (c) written confirmation of the Record Date (if applicable);
  - (d) a copy of the Letters of Transmittal;
  - (e) a certified copy of the shareholder resolution authorizing the stock consolidation in accordance with Policy 4 s4.6(8) if applicable;
  - (f) an opinion of counsel that all the necessary steps have been taken to validly effect the consolidation in accordance with applicable law;
  - (g) a definitive specimen of the new share certificates;
  - (h) confirmation from the registrar and transfer agent that it is in a position to effect transfers of the consolidated shares; and
  - (i) confirmation of notification by the Listed Issuer to the Commission and the Clearing Corporation of the share consolidation.
- (4) The Listed Issuer must Post on the Exchange website:
  - (a) a copy of the Certificate of Amendment, or equivalent document giving effect to the stock consolidation; and
  - (b) a written statement as to the date of the mailing of the Letters of Transmittal.
- (5) The shares will commence quotation on the Exchange on a consolidated basis on the first Trading Day preceding the Record Date. The Exchange will issue a Bulletin to

Dealers advising of the share consolidation and effective date of trading on the consolidated basis.

#### **9.4 Share Reclassification (with no Stock Split)**

- (1) The following documentation must be Posted in connection with a share reclassification not involving a stock split, a reclassification into more than one class of shares or other change to the Listed Issuer's capital structure, in which case the Listed Issuer must consult with the Exchange in order to determine the appropriate procedure and CSE Requirements:
  - (a) a press release announcing the reclassification;
  - (b) a completed Notice of Proposed Consolidation or Reclassification;
  - (c) a written confirmation of the Record Date;
  - (d) a certified copy of the shareholders resolution approving the reclassification;
  - (e) an opinion of counsel that all the necessary steps have been taken to validly effect the share reclassification in accordance with applicable law;
  - (f) a definitive specimen(s) of the new or over-printed share certificate(s);
  - (g) a copy of the Letters of Transmittal, if applicable;
  - (h) confirmation from the registrar and transfer agent that it is in a position to effect transfers in the reclassified shares; and
  - (i) confirmation and notification by the Listed Issuer to the Clearing Corporation of the share reclassification.
- (2) The Listed Issuer must also Post:
  - (a) a copy of the Certificate of Amendment, or equivalent document; and
  - (b) a written statement as to the date of the mailing of the Letters of Transmittal, if applicable;
- (3) The reclassification will normally become effective for trading purposes on the Exchange one Trading Day preceding the Record Date. The Exchange will issue a Bulletin to Dealers advising of the share reclassification and effective date of trading on the reclassified basis.
- (4) If the reclassification involves the issuance of restricted shares, the company must comply with OSC Rule 56-501 *Restricted Shares* in addition to this Policy.

#### **9.5 Dividends and Other Entitlements**

If a Listed Issuer has established a Record Date for a distribution of cash or securities, including securities of an issuer other than the Listed Issuer, the Listed Issuer must notify the Exchange of the Record Date at least 5 days in advance of the Record Date. The Exchange will publish a Bulletin announcing the record date and the ex-dividend date. The ex-dividend date will normally be one Trading Day prior to the Record Date.