

SCHEDULE B

FORMS

Form 1

MANITOBA

APPLICATION FOR REGISTRATION

AS BROKER, INVESTMENT DEALER, BROKER-DEALER, UNDERWRITER,
SECURITY ISSUER, INVESTMENT COUNSEL, SECURITIES ADVISOR OR
MINERAL INTEREST BROKER

Note: Should any space prove to be insufficient, attachments may be made cross-referencing each attachment with the item to which it pertains, provided it is initialled by applicant and the Commissioner taking the affidavit.

Application is made for registration under *The Securities Act*, as _____
(State clearly the registration desired, i.e. "Broker" or "Investment Dealer" or "Broker-Dealer" or any combination thereof, or "Underwriter" or "Security Issuer" or "Investment Counsel" or "Securities Advisor" or "Mineral Interest Broker".)

and the following statements of fact are made in respect thereof:

1. (a) Name of Applicant _____
(b) Name under which applicant will carry on business _____
(c) Business address _____
(d) Tel. No. _____

2. The applicant maintains accounts at the following bank(s):

(State bank and branches through which business is transacted)

3. Address for service in Manitoba _____

4. Does applicant apply for registration of any branch offices? _____

If so, state addresses:

5. Has the applicant, or any partner, officer, director, associate or affiliate of the applicant,
(a) been registered in any capacity, under any Securities Act of Manitoba?

(b) applied for registration in any capacity, under any Securities Act of Manitoba?
(Answer "Yes" or "No". If "Yes", give particulars):

6. Is or has the applicant, or any partner, officer, director, associate or affiliate of the applicant been:

(a) registered or licensed in any capacity in any other province, state or country which requires registration, or licensing to deal or trade in securities? (Answer "Yes" or "No". If "Yes", give particulars):

(b) registered or licensed in any other capacity in Manitoba or any other province, state or country under any legislation which requires registration or licensing to deal with the public in any capacity? (Answer "Yes" or "No". If "Yes", give particulars):

(c) refused registration or a licence mentioned in 6(a) or (b) above, or has any registration or licence been suspended or cancelled in any category mentioned in 6(a) or (b) above? (Answer "Yes" or "No". If "Yes", give particulars):

(d) denied the benefit of any exemption provided by section 19 of the Act, or similar exemption provided by securities acts or regulations of any other province, state or country? (Answer "Yes" or "No". If "Yes", give particulars):

Instruction: The answer to Item 6(b) is to include registration or licensing in an occupation such as Insurance Agent, Real Estate Agent, Used Car Dealer, Mortgage Broker, etc.

7. Is or has the applicant, any partner, officer, director, associate or affiliate of the applicant, ever been,

(a) a member of any Stock Exchange, any Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, Mutual Fund Dealers, or similar organization, in any province, state or country? (Answer "Yes" or "No". If "Yes", give particulars):

(b) refused membership in any Stock Exchange, any Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, Mutual Fund Dealers, or similar organization, in any province, state or country? (Yes or No. If Yes, give particulars):

(c) suspended as a member of any Stock Exchange, any Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, Mutual Fund Dealers, or similar organization, in any province, state or country? (Yes or No. If Yes, give particulars):

8. Has the applicant or any partner, officer, director, associate or affiliate of the applicant, operated under or carried on business under any name other than the name shown in this application? (Answer "Yes" or "No". If "Yes", give particulars):

9. Has the applicant or any partner, officer, director, associate or affiliate of the applicant, ever been:

(a) charged, indicted or convicted, under the law of any province, state or country, excepting minor traffic violations? (Answer "Yes" or "No". If "Yes", give particulars):

Instruction: This question refers to all laws, e.g. Criminal, Immigration, Customs, Liquor, etc., of any province, state or country in any part of the world.

(b) the defendant or respondent in any proceedings in any civil court in any jurisdiction in any part of the world wherein fraud was alleged? (Answer "Yes" or "No". If "Yes", give particulars):

(c) at any time declared bankrupt, or made a voluntary assignment in bankruptcy: (Answer "Yes" or "No". If "Yes", give particulars, including the date of discharge, if any):

(d) refused a fidelity bond? (Answer "Yes" or "No". If "Yes", give particulars):

10. Attached hereto and marked as schedules, are information statements from the applicant or from each partner, officer and director of the applicant, giving the information called for by Form 4 with such modifications as the circumstances require.
11. Set out below the name of the applicant, or each partner or official of the applicant who will trade in securities within Manitoba.

Instruction: Subsection 1(1) of the Act defines "official" as President, Vice President, Secretary, Treasurer or General Manager.

Name of Officials who will Trade (Include full given names)	Office Held
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	

12. *(To be completed only by applicants for registration as Investment Counsel or Securities Adviser.)*

Attached hereto and marked as an exhibit to the affidavit herein is a letter from each person who, on behalf of the applicant, will give advice as an Investment Counsel or as a Securities Adviser, outlining that person's experience as to the advisability of investing in or purchasing or selling securities and in making analyses of reports concerning securities.

13. A - Capitalization of a Company:

As an applicant, other than a Security Issuer, attached hereto and marked as an exhibit to this application is the following information with respect to the financial structure and control of the applicant company:

(a) The authorized and issued capital of the company, stating:

	Preferred Shares (State number of shares and dollar value)	Common Shares (State Number of shares and dollar value)
	<u>Shares</u>	<u>Shares</u>
	\$	\$
(1) authorized capital _____		
(2) issued _____		
(3) total dollar value of other securities:		
(i) Bonds _____		
(ii) Debentures _____		
(iii) Notes _____		
(iv) Any other loans, state source and maturity dates _____		
	\$ _____	\$ _____
	TOTAL	\$ _____

(b) The names and addresses of the registered owners and beneficial owners of each class of security or obligation issued and the dollar value of same attributable to each holder:

(c) State name and address of every depository holding any of the assets of the company:

(d) Has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of applicant? (Answer "Yes" or "No". If "Yes", give particulars):

(e) Has a subrogation been executed by the creditor(s) in relation to loans owing by the applicant? (Answer "Yes" or "No". If "Yes", give particulars):

(f) Is there any person or company whose name is not disclosed above who has any interest in the applicant, either beneficially or otherwise? (Answer "Yes" or "No". If "Yes", give particulars):

B – Capitalization of a Partnership or Proprietorship:

Attached hereto and marked as an exhibit to the application is the following information with respect to the assets of the partnership or proprietorship and the degree of control (voting power) of each of the participants of the applicant.

(i) Amount of paid-in capital \$ _____

(ii) Description of the assets:

(iii) State name and address of every depository holding any of the assets:

(iv) Source, amount and maturity date of any obligations owing by the partnership, if any: (Where applicable, give names and addresses of creditors.)

(v) Has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of applicant? (Answer "Yes" or "No". If "Yes", give particulars):

(vi) Has a subrogation been executed by the creditor(s) in relation to loans owing by the applicant? (Answer "Yes" or "No". If "Yes", give particulars):

(vii) Is there any person or company whose name is not disclosed above who has any interest in the applicant, either beneficially or otherwise? (Answer "Yes" or "No". If "Yes", give particulars):

Dated at _____
(name of applicant)

this _____ day of _____ 19____ By _____
(signature of applicant, partner or official)

(official capacity)

AFFIDAVIT

IN THE MATTER OF *THE SECURITIES ACT*

Province of Manitoba) I, _____
) (name in full)
)
) of the _____ of _____
)
)
 To Wit:) In the Province of Manitoba.

MAKE OATH AND SAY:

1. I am the applicant (or a partner or official of the applicant) herein for registration, and I signed the application.
2. The statements of fact made in the application are true.

SWORN before me at the _____)
)
 of _____)
)
 in the Province of Manitoba)
)
 this ____ day of _____ 19 ____)

 (a Commissioner, etc.) (signature of deponent)

IMPORTANT

The definitions which follow are taken from section 1 of *The Securities Act* and refer to designations used in this application form, which are important to its proper completion.

"associate", where used to indicate a relationship with any person or company, means,

- (a) any other company of which that person or the company first mentioned beneficially owns, directly or indirectly, equity shares carrying more than 10% of the voting rights attached to all equity shares of that other company for the time being outstanding, or
- (b) any trust or estate in which that person or company has a substantial beneficial interest or as to which that person or company serves as trustee or in a similar capacity, or

(c) any spouse, son or daughter of that person, or

(d) any relative of that person, or of his spouse, other than a relative referred to in sub-clause (c), who has the same home as that person, or

(e) any partner of that person or company; (« liens »)

"officer" means the chairman or any vice-chairman of the board of directors, the president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer or general manager of a company, or any other person designated an officer of a company by by-law or similar authority; (« dirigeant »)

"official" means the president, vice-president, secretary, treasurer or general manager of a company; (« cadre »)

A company shall be deemed to be an affiliate of another company if one of them is the subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company.

A company shall be deemed to be controlled by another person or company or by two or more other companies if,

(a) equity shares of the first-mentioned company carrying more than 50% of the votes for the election of directors are held, otherwise than as collateral to secure a debt or obligation, by or for the benefit of that other person or company or by or for the benefit of those other companies; and

(b) the votes carried by those shares are sufficient, if exercised, to elect a majority of the board of directors of the first-mentioned company.

A company shall be deemed to be a subsidiary of another company if,

(a) it is controlled by,

(i) that other company, or

(ii) that other and one or more companies each of which is controlled by that other company, or

(iii) two or more companies each of which is controlled by that other company;

(b) it is a subsidiary of a company that is a subsidiary of that other company.

A company shall be deemed to be the holding company or parent company of another company if that other company is the subsidiary of the first-mentioned company.

A person shall be deemed to own beneficially securities beneficially owned by a company controlled by him or by an affiliate of a company controlled by him.

A company shall be deemed to own beneficially securities beneficially owned by its affiliates.