

**FORM 51-102F4**  
***BUSINESS ACQUISITION REPORT***

**PART 1 GENERAL ~~INSTRUCTIONS AND INTERPRETATION~~ PROVISIONS**

**(a) What is a Business Acquisition Report?**

Your company must file a Business Acquisition Report after completing a significant acquisition. See Part 8 of National Instrument 51-102. The Business Acquisition Report describes the significant businesses acquired by your company and the effect of the acquisition on your company.

**(b) Use of “Company”**

Wherever this Form uses the word “company”, the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

**(c) Focus on Relevant Information**

When providing the disclosure required by this Form, focus your discussion on information that is relevant to an investor, analyst or other reader.

**(d) Incorporating Material By Reference**

You may incorporate information required by this Form, ~~other than the financial statements or other information required by Item 3,~~ by reference to another document. Clearly identify the referenced document, or any excerpt of it, that you incorporate into this Report. Unless you have already filed the referenced document or excerpt ~~has already been filed, including any documents incorporated by reference into the document or excerpt,~~ you must file it with this Report. You must also disclose that the document is on SEDAR at [www.sedar.com](http://www.sedar.com).

**(e) Defined Terms**

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

**(f) Plain Language**

Write this Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

**(g) Numbering and Headings**

The numbering, headings and ordering of items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere in the Report.

**PART 2 CONTENT OF BUSINESS ACQUISITION REPORT**

**Item 1 Identity of Company**

**1.1 Name and Address of Company**

State the full name of your company and the address of its principal office in Canada.

**1.2 Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the significant acquisition and the Report, or the name of an officer through whom such executive officer may be contacted.

**Item 2 Details of Acquisition**

**2.1 Nature of Business Acquired**

Describe the nature of the business acquired.

**2.2 Date of Acquisition**

State the date of acquisition used for accounting purposes.

**INSTRUCTION**

*If your company is using Canadian GAAP, the date of acquisition for accounting purposes is one of the following two dates, whichever is applicable:*

- (a) the date the net assets or equity interests are received, and the consideration is given; or*
- (b) the date of the written agreement that provides that control of the acquired enterprise transferred to the acquirer, subject only to those conditions required to protect the interests of the parties involved, or the later date, if any, specified in the written agreement that such control is to be transferred.*

**2.3 Consideration**

Disclose the type and amount of consideration, both monetary and non-monetary, paid or payable by your company in connection with the significant acquisition, including contingent consideration. Identify the source of funds used by your company for the acquisition, including a description of any financing associated with the acquisition.

## **2.4 Effect on Financial Position**

Describe any plans or proposals for material changes in your business affairs or the affairs of the acquired business which may have a significant effect on the results of operations and financial position of your company. Examples include any proposal to liquidate the business, to sell, lease or exchange all or a substantial part of its assets, to amalgamate the business with any other business organization or to make any material changes to your business or the business acquired such as changes in corporate structure, management or personnel.

## **2.5 Prior Valuations**

Describe in sufficient detail any valuation opinion obtained within the last 12 months by the acquired business or your company required by securities legislation or a Canadian exchange or market to support the consideration paid by your company or any of its subsidiaries for the business, including the name of the author, the date of the opinion, the business to which the opinion relates, the value attributed to the business and the valuation methodologies used.

## **2.6 Parties to Transaction**

State whether the transaction is with an informed person, associate or affiliate of your company and, if so, the identity and the relationship of the other parties to your company.

## **2.7 Date of Report**

Date the Report.

## **Item 3 Financial Statements**

Include the financial statements or other information required by Part 8 of National Instrument 51-102. If applicable, disclose that the auditors have not given their consent to include their audit report in this Report.