

IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF ALBERTA, BRITISH COLUMBIA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC,  
NOVA SCOTIA, PRINCE EDWARD ISLAND, NEW BRUNSWICK, NEWFOUNDLAND,  
THE NORTHWEST TERRITORIES, NUNAVUT  
AND YUKON TERRITORY

AND

IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF CIBC MELLON TRUST COMPANY

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker"), in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, Prince Edward Island, New Brunswick, Newfoundland, the Northwest Territories, Nunavut and the Yukon Territory (collectively, the "Jurisdictions") has received an application from CIBC Mellon Trust Company ("CIBC Mellon"), as an interested company, for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that: (i) Participating Issuers (as defined below), and (ii) Participating Intermediaries (as defined below), on whose behalf CIBC Mellon delivers Proxy-Related Materials (as defined below) using the CIBC Mellon Electronic Delivery Procedures (as defined below), be exempt from requirements of the Legislation that delivery of such Proxy-Related Materials be made by prepaid mail, postage-paid first class mail, personal delivery, or similar forms of delivery as applicable (the "Paper Delivery Requirements");

2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System") the Alberta Securities Commission is the principal regulator for this application;

3. AND WHEREAS CIBC Mellon has represented to the Decision Makers that:

3.1 CIBC Mellon is a trust company organized under the laws of Canada and is fifty per cent owned by each of Canadian Imperial Bank of Commerce and Mellon Bank Canada. It is not a reporting issuer, or its equivalent, in any province or territory of Canada;

3.2 CIBC Mellon is a "service company" for the purposes of National Policy Statement No. 41 ("NP 41") that provides shareholder communication services as agent for issuers or other persons and companies required by law to communicate with security holders;

3.3 in connection with a meeting (the "Meeting") of security holders of a reporting issuer or the equivalent, CIBC Mellon proposes to deliver proxy-related materials, as defined in NP 41, and where applicable, a request for voting instructions in lieu of a form of proxy (collectively, the "Proxy-Related Materials"), to (i) the registered holders, as defined in NP 41, on behalf of such reporting issuer or equivalent (the "Participating Issuer") and, (ii) the non-registered holders, as defined in NP 41, on behalf of certain intermediaries (the "Participating Intermediaries"), using CIBC Mellon electronic delivery procedures as described in paragraph 3.4 below (the "CIBC Mellon Electronic Delivery Procedures");

3.4 The material features of the CIBC Mellon Electronic Delivery procedures are as follows:

3.4.1 CIBC Mellon Electronic Delivery Procedures will be offered as an alternative to the Paper Delivery Requirements, and registered and non-registered holders (collectively, the "Security Holders") of a Participating Issuer may choose to receive Proxy-Related Materials in paper form delivered in accordance with the applicable Paper Delivery Requirements;

3.4.2 Participating Issuers will obtain advance consent of Security Holders, either in written paper format or electronically, for delivery of Proxy-Related Materials pursuant to the CIBC Mellon Electronic Delivery Procedures. Security Holders will be eligible to use the CIBC Mellon Electronic Delivery Procedures only if they provide consent;

3.4.3 CIBC Mellon will, on behalf of a Participating Issuer, send to Security Holders of such issuer, a consent in the form prepared by a Participating Issuer (the "Consent"). The form of Consent will provide a detailed explanation of the CIBC Mellon Electronic Delivery Procedures including the specific Proxy-Related Materials that will be available electronically, technical requirements for viewing such Proxy-Related Materials, the period of time that such Proxy-Related Materials will be available and the steps that the Participating Issuer will take or cause CIBC Mellon to take to give future notice that a document is being delivered by way of the CIBC Mellon Electronic Delivery Procedures. Security Holders of Participating Issuers whose completed Consents are

received by CIBC Mellon will be registered by CIBC Mellon for the CIBC Mellon Electronic Delivery Procedures;

3.4.4 CIBC Mellon anticipates delivering written paper format Consents to all new Security Holders of a Participating Issuer and to existing Security Holders of a Participating Issuer (other than those Security Holders that have previously registered for the CIBC Mellon Electronic Delivery Procedures) in connection with the delivery of Proxy-Related Materials;

3.4.5 Additionally, once CIBC Mellon has completed certain system enhancements, Security Holders of a Participating Issuer will have the option of delivering a Consent electronically, either through the CIBC Mellon Web site or Participating Issuer's Web site. In order to provide an electronic Consent, a Security Holder must use the unique, confidential personal identifier number assigned to such Security Holder by CIBC Mellon;

3.4.6 On the date that Proxy-Related Materials are to be mailed to a Participating Issuer's Security Holders in accordance with the requirements of the Legislation, CIBC Mellon will send notice either in writing or electronically (the "Delivery Notice") to a Security Holder registered under the CIBC Mellon Electronic Delivery Procedures that such Proxy-Related Materials are available electronically at the Participating Issuer's Web site;

3.4.7 A Security Holder will be able to access, view and download the relevant Proxy-Related Materials at a Participating Issuer's Web site by following the detailed instructions contained in the Delivery Notice;

3.4.8 Security Holders may choose not to participate in the CIBC Mellon Electronic Delivery Procedures at any time by revoking their Consent, either in writing or electronically. If in connection with the sending of any Delivery Notice CIBC Mellon receives notice that delivery to a Security Holder was not successful, CIBC Mellon will deliver the relevant Proxy-Related Materials to such Security Holder in accordance with the applicable Paper Delivery Requirements;

3.5 The CIBC Mellon Electronic Delivery Procedures do not meet the Paper Delivery Requirements applicable to certain Proxy-Related Materials which must be delivered to Security Holders; however, the CIBC Mellon Electronic Delivery Procedures will comply with the principles set out in National Policy 11-201—*Delivery of Documents by Electronic Means*, and with the delivery requirements

for applicable Proxy-Related Materials under proposed National Instrument 54-101—*Communication with Beneficial Owners of Securities of a Reporting Issuer*;

3.6 The CIBC Mellon Electronic Delivery Procedures are functionally equivalent to delivering the Proxy-Related Materials in accordance with the Paper Delivery Requirements, because they appropriately address the elements of notice, access, evidence of delivery and non-corruption or alteration of documents in the delivery process;

3.7 The CIBC Mellon Electronic Delivery Procedures improve the efficiency and competitiveness of the Canadian system for shareholder communications;

3.8 Canadian and U.S. markets are increasingly interdependent and electronic delivery and voting is already available to Canadian security holders of U.S. issuers;

3.9 The proposed CIBC Mellon Electronic Delivery Procedures are well accepted and field-tested in the U.S. market;

4. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

5. AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

6. THE DECISION of the Decision Makers pursuant to the Legislation is that, with respect to a Meeting:

6.1 a Participating Issuer be exempt from the requirements of the Legislation to send Proxy-Related Materials to its registered holders in accordance with the Paper Delivery Requirements where CIBC Mellon, on behalf of the Participating Issuer, delivers such Proxy-Related Materials to the Security Holders of the Participating Issuer pursuant to the CIBC Mellon Electronic Delivery Procedures; and

6.2 A Participating Intermediary be exempt from the requirement of the Legislation to send Proxy-Related Materials to non-registered holders of a Participating Issuer in accordance with the Paper Delivery Requirements where CIBC Mellon on behalf of the Participating Intermediary, sends such Proxy-Related Materials to such non-registered holders pursuant to the CIBC Mellon Electronic Delivery Procedures;

provided that this MRRS Decision Document shall terminate on the day that is three years after the date hereof.

DATED this 2<sup>nd</sup> day of April, 2001.

"original signed by"

Stephen P. Sibold, Q.C., Chair

"original signed by"

John W. Cranston, Member

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief allowing the delivery of certain proxy materials to registered and non-registered security holders by electronic means.

Applicable Legislation

National Policy No. 41, Parts VIII and XII.