

NYSE Statement of Governance Differences

The Company's common shares are listed in the United States on the New York Stock Exchange (the "NYSE"). The Company is considered a "foreign private issuer" under the NYSE Listed Company Manual as it is incorporated under the laws of the Province of British Columbia. The Company is also a "foreign private issuer" as defined in Rule 3b-4 under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). Section 303A of the NYSE Listed Company Manual permits the NYSE to consider the laws, customs and practices of foreign private issuers in relaxing certain NYSE listing criteria, and to grant exemptions from NYSE listing criteria based on these considerations. The Company believes the following to be the significant differences between its corporate governance practices and NYSE corporate governance rules applicable to U.S. companies:

1. Shareholder Meeting Quorum Requirement

The NYSE typically expects listed companies to have a quorum requirement of a majority of the company's outstanding shares. Quorum for a meeting of shareholders of the Company is two shareholders entitled to vote at the meeting whether in person or by proxy who hold, in the aggregate, at least 5% of the issued shares entitled to be voted at the meeting. However, if there is only one shareholder entitled to vote at a meeting of shareholders, the quorum is one person who is, or who represents by proxy, that shareholder.

2. Shareholder Approval Requirement for Issuing Securities

The NYSE requires a listed company to obtain the approval of its shareholders for certain types of securities issuances, including any transaction or series of transactions that would result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares (other than a public offering for cash or a private offering for cash at a price equal to or greater than each of the book and market value of the shares). There is no precisely corresponding requirement for shareholder approval under British Columbia law or under the Toronto Stock Exchange, the Company's home country stock exchange. However, the rules of the Toronto Stock Exchange will require shareholder approval for (i) share issuances that materially affect control of the Company, and (ii) share issuances in connection with private placement or acquisition transactions where the number of shares to be issued exceeds 25% of the pre-issuance outstanding shares of the Company, on a non-diluted basis. The Company will follow the Toronto Stock Exchange requirements where a proposed share issuance that would otherwise trigger the NYSE shareholder approval requirement does not trigger such a shareholder approval requirement under British Columbia law or under the rules of the Toronto Stock Exchange.

3. Shareholder Approval Requirements for Equity Compensation Plans

The NYSE requires shareholder approval of all equity compensation plans and material revisions to such plans, with limited exemptions set out in the NYSE Listed Company Manual. The circumstances in which the NYSE rules require shareholder approval with respect to equity compensation plans are broader than under the rules of the Toronto Stock Exchange. The Toronto Stock Exchange rules provide that only the creation of, or certain material amendments to, equity compensation plans that provide for new issuances of securities are

subject to shareholder approval. The Company will follow the Toronto Stock Exchange rules with respect to the requirements for shareholder approval of equity compensation plans and material revisions to such plans.

4. **Proxy Delivery Requirement**

The NYSE requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies be solicited pursuant to a proxy statement that conforms to the proxy rules of the U.S. Securities and Exchange Commission. As a foreign private issuer, the Company is exempt from the proxy rules set forth under the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

5. **Board of Directors**

The NYSE requires each listed issuer to have a board of directors composed of a majority of directors considered independent under the NYSE Listed Company Manual. The Company follows home country requirements relating to the independence of its board of directors.

6. **Audit Committee**

The NYSE requires each listed issuer to have an audit committee composed of at least three members, each of whom satisfies the general independence standards of the NYSE for independent directors and the additional independence standards specified in Rule 10A-3 of the Exchange Act, and such audit committee must have a written charter that meets the requirements of the NYSE Listed Company Manual. The Company's audit committee satisfies the independence standards specified in Rule 10A-3 of the Exchange Act; however, the Company follows home country requirements relating to the independence of its audit committee members and its audit committee charter, except as required by Rule 10A-3 of the Exchange Act.

7. **Compensation Committee**

The NYSE requires each listed issuer to determine the compensation of the Company's officers either by a compensation committee composed entirely of independent directors, each of whom satisfies the additional independence requirements specific to compensation committee membership set forth in the NYSE Listed Company Manual, and such compensation committee must have a written charter that meets the requirements of the NYSE Listed Company Manual. The Company follows home country requirements relating to the composition of its compensation committee.

8. **Nominating and Corporate Governance Committee**

The NYSE requires each listed issuer to select director nominations by a nominating and corporate governance committee composed entirely of independent directors, and such nominating and corporate governance committee must have a written charter that meets the requirements of the NYSE Listed Company Manual. The Company follows home country requirements relating to the composition of its nominating and corporate governance committee.

The foregoing is consistent with the laws, customs and practices in Canada.