



Exhibit B to Foreign Private Issuer Section 303A Annual Written Affirmation

Company name and ticker symbol:

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Section 303A.06 Audit Committee Requirements	Applicable Exemption	Securities Exchange Act Rule 10A-3 (“Rule 10A-3”) Disclosure	Location of disclosure Name of document/page number where disclosure is located, if applicable
<p>Disclose in column (2) whether the Company or any individual member of the Company’s audit committee is relying on an exemption provided by Rule 10A-3 and provide a specific, brief description of the basis for such reliance and reference to the provision of Rule 10A-3 being relied upon. In addition, if an individual member of the Company’s audit committee is relying on an exemption from Rule 10A-3, provide the name of that individual.</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 3.</p>		<p>Rule 10A-3(d) requires the Company to disclose its reliance on certain exemptions provided by Rule 10A-3 (for convenience, an indication of whether or not disclosure is required is provided on page 3), as well as to provide an assessment of the impact of such reliance, in the Company’s Form 10-K, 20-F or 40-F filed with the U.S. Securities and Exchange Commission. If the Company is relying on one of these exemptions, provide a specific reference to the location of such disclosure in column (4).</p>	

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<p align="center">Section 303A.11 Significant Corporate Governance Differences</p>	<p align="center">Method of Disclosure</p>	<p align="center">Required Location of Disclosure</p>	<p align="center">Location of disclosure URL of Company website and link to specific web page OR Name of document/page number where disclosure is located</p>
<p>Disclose in column (2) the method by which the Company has disclosed the significant ways in which its corporate governance practices differ from those required by domestic companies under NYSE standards.</p>		<p>Provide the location of the required Section 303A.11 disclosure in column (4).</p>	

Available exemptions under Rule 10A-3 for a foreign private issuer:

Rule 10A-3(b)(1)(iv)(A) – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.

Rule 10A-3(b)(1)(iv)(B) – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(b)(1)(iv)(C) – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.

Rule 10A-3(b)(1)(iv)(D) – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.

Rule 10A-3(b)(1)(iv)(E) – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.

Rule 10A-3(c)(1) – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary’s parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company’s governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5) (Funding) apply to the extent permitted by law.

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.