This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

October 8, 1999

TSE 100 Index Participation Units

The TSE 100 Index Participation Fund (the "Fund") is a trust created by The Toronto Stock Exchange (the “Exchange”). The assets of the Fund are shares of the corporations which make up the TSE 100 Index (the “Index”) from time to time. The Fund holds shares of each of these corporations in the same proportion as their shares are represented in the Index.

The Fund is divided into units of beneficial interest (“TIPS 100 Units”). The dollar value of the shares of the corporations which make up the Index underlying each TIPS 100 Unit (“Core Asset Share Value”) is currently equal to 1/10th of the Index level. If the Index is adjusted, adjustments will be made in the shares held by the Fund or the number of TIPS 100 Units outstanding so that, to the extent possible, the Core Asset Share Value will continue to equal 1/10th of the Index level. This continuity is referred to as "tracking". From time to time, however, there may be a minor deviation in tracking such that the Core Asset Share Value will be greater than or less than 1/10th of the Index level.

The Fund is a mutual fund trust which distributes income quarterly to unitholders. By the terms of the trust, the quarterly distribution will not be less than the dividends received on the shares of the corporations which make up the Index and are held by the Fund.

TIPS 100 Units trade on the Exchange. In addition to being able to sell TIPS 100 Units on the Exchange, a unitholder may redeem TIPS 100 Units on any day that the Exchange is open for trading. See “May TIPS 100 Units be redeemed?”.

The Exchange, in conjunction with Standard and Poor’s, introduced on December 31, 1998 an index known as the S&P/TSE 60 Index which consists of the securities of 60 listed companies. As the S&P/TSE 60 Index is intended to be the recognized large capitalization equity index in Canada, the Index and the Toronto 35 Index will be phased out by a date which has yet to be determined. However, the Index will be continuously calculated throughout each trading day until December 31, 2000 and thereafter on an end of day basis for an indefinite period.

The Exchange has approved in principle a proposal to merge the Fund and the Toronto 35 Index Participation Fund with the iUnit S&P/TSE 60 Index Participation Fund (“S&P/TSE 60 Fund”), an index participation fund created by Barclays Global Investors Canada Limited and based on the S&P/TSE 60 Index. The approval in principle is subject to the three funds entering into a mutually acceptable merger agreement and to regulatory and unitholder approval. See “Will the attributes of TIPS 100 Units ever be changed?”.

If the merger is approved, it is expected that the transaction would be effected on a tax-ree rollover basis. The Fund would exchange its assets for units in the S&P/TSE 60 Fund. The Fund would then terminate and distribute the units in the S&P/TSE 60 Fund which were received by the Fund pro rata to unitholders of the Fund. If the merger is not approved, the Fund would consider other options for reorganization, including the termination of the Fund.

[LOGO: TORONTO STOCK EXCHANGE]

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IMPORTANT TERMS

- ***Accrued Distribution Amount*** — the amount, calculated as of a particular date, of the dividend income per TIPS 100 Unit received or receivable by the Fund since the last distribution of income by the Fund.

- ***Basket of Shares*** — that number and class of shares of each of the corporations included in the Index which when multiplied by the last sale price on the Exchange of the applicable stock is approximately equal to the Relative Weight of that stock in the Index.

- ***Constituent Corporation*** — a corporation included in the Index.

- ***Core Asset Share Value*** — the dollar value per TIPS 100 Unit outstanding of the shares of Constituent Corporations held by the Fund.

- ***Divisor*** — the number divided into the aggregate QMV of shares included in the Index to calculate the Index Level.

- ***Exchange*** — The Toronto Stock Exchange.

- ***Fund*** — the TSE 100 Index Participation Fund, a trust established by the Exchange to hold shares of Constituent Corporations in the same proportion as shares of Constituent Corporations are included in the Index.

- ***Index*** — the TSE 100 Index as constituted by the Exchange from time to time and consisting of shares of Constituent Corporations.

- ***Index Level*** — the level of the Index calculated every 15 seconds during a trading day by dividing the Divisor into the aggregate QMV of the shares included in the Index.

- ***Prescribed Number*** — the number of TIPS 100 Units required to be redeemed to receive a Basket of Shares calculated by dividing the number of TIPS 100 Units outstanding by the number of Baskets of Shares held by the Fund.

- ***Public Float*** — the number of issued and outstanding shares of a corporation excluding shares held by persons who, individually or in conjunction with other persons, hold 20% of more of the voting securities of the corporation.

- ***QMV*** — quoted market value of shares of a corporation calculated by multiplying the Public Float by the last sale price for such shares for a trade on the Exchange.

- ***Relative Weight*** — the percentage that the QMV of an individual Constituent Corporation represents of the aggregate QMV of the Index.

- ***Securities Lending Agreement*** — the securities lending agreement between the Exchange and the Trustee dated January 1, 1998.

- ***Special Dividend*** — a dividend or other distribution on shares of a Constituent Corporation which is equal to or greater than 4% of the QMV of a share of the Constituent Corporation.

- ***Specialists*** — members of the Exchange who have agreed to perform certain duties including the purchase and sale of shares of Constituent Corporations from or to the Fund as a result of adjustments to the Index and the purchase from the Fund of assets received by the Fund in specie as distributions on shares of Constituent Corporations.

- ***TIPS 100 Unit*** — a unit of beneficial interest in the Fund.

- ***Trust Agreement*** — the trust agreement between the Exchange and the Trustee dated August 8, 1995, as amended.

- ***Trustee*** — State Street Trust Company Canada or its successor as trustee of the Fund.

- ***TSE 300*** — the TSE 300 Composite Index.

- ***Underwriters*** — members of the Exchange who have agreed to subscribe for TIPS 100 Units on their initial issuance or on subsequent general issue days.

ANSWERS TO BASIC QUESTIONS

What is the TSE 100 Index?

Stock market index consisting of 100 top ranked corporations

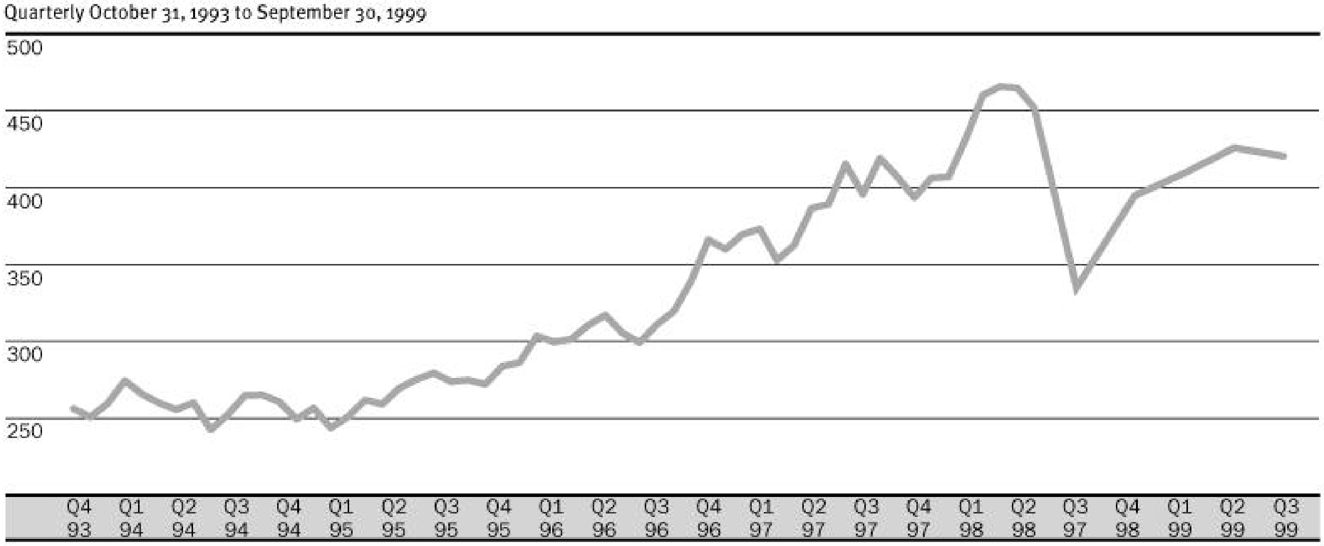
The Index is a stock market index that consists of 100 securities of the larger corporations in the TSE 300 Composite Index based on QMV that are among the top 150 of the corporations included in the TSE 300 Composite Index based on the volume of shares traded on the Exchange. The corporations included in the Index are adjusted annually each March. A summary of the guidelines governing the creation and operation of the Index are discussed under "The Guidelines Governing the Index".

How has the Index performed since its inception?

The following graph illustrates the monthly closing Index Level from October, 1993 to September, 1999. The closing Index Level on September 30, 1999 was 420.91. This information is not necessarily indicative of the future performance of the Index.

TSE 100 Index Performance

Quarterly October 31, 1993 to September 30, 1999



What is a TIPS 100 Unit?

Units of a trust created by the Exchange

A TIPS 100 Unit is a unit of a trust created by the Exchange. The assets of the Fund are shares of the Constituent Corporations, being the 100 corporations which make up the Index from time to time. The Fund holds the shares of the corporations in the same proportion, based on Relative Weight, as these shares are represented in the Index.

TIPS 100 Units confer on investors in one convenient security a proportionate share of economic benefits similar to those which an investor could obtain through individual investments in the shares included in the Index. The Core Asset Share Value of a TIPS 100 Unit is currently equal to 1/10th of the Index Level. If the Index is adjusted, adjustments will be made in the shares held by the Fund or the number of TIPS 100 Units outstanding so that, to the extent possible, the Core Asset Share Value will continue to equal 1/10th of the Index Level. This continuity is referred to as "tracking".

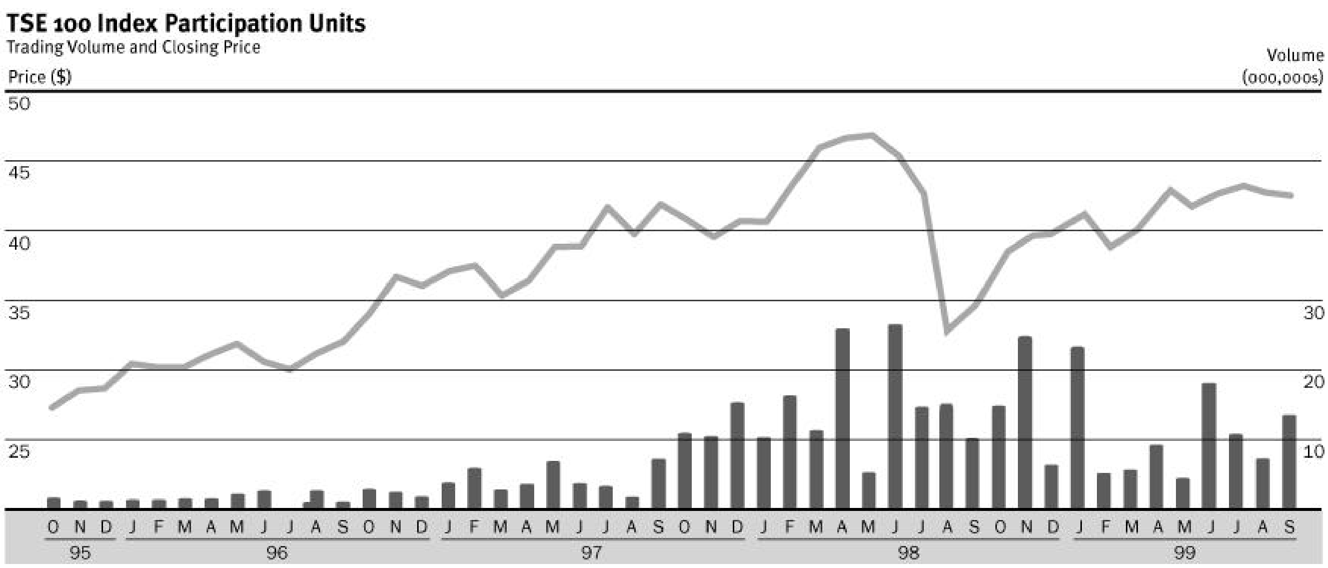
From time to time, there may be a minor deviation in tracking such that the Core Asset Share Value will be greater than or less than 1/10th of the Index Level. A deviation in tracking may arise, for example, due to rounding in relation to Index adjustments, or in the circumstances described under "What happens if a takeover bid is made for a Constituent Corporation?". If a significant tracking deviation develops, the Exchange may cause the number of TIPS 100 Units to be consolidated or split, as required, to move the Core Asset Share Value closer to 1/10th of the Index Level.

What is the market value of a TIPS 100 Unit?

Market value expected to reflect 1/10 the Index level...plus accrued distributions

At any point in time the market value of a TIPS 100 Unit may be expected to reflect 1/10th of the Index Level (or a lesser or greater fraction depending on the Fund's success at tracking the Index Level), plus an amount to reflect an interest in the next quarterly distribution. Actual market values may be affected by supply and demand and other market factors.

The following graph illustrates the monthly closing price of TIPS 100 Units traded on the Exchange. The closing price on September 30, 1999 was $42.10. The graph also illustrates the monthly volume of trading of TIPS 100 Units on the Exchange.



In order to insure a liquid market, the Exchange requires that the maximum difference between the price at which TIPS 100 Units are offered for sale and the price offered to purchase TIPS 100 Units is 10¢. The Exchange may narrow or widen the spread in the future to reflect changing market conditions.

At what price may TIPS 100 Units be issued?

Market price

TIPS 100 Units generally will be issued to Underwriters and Specialist for Baskets of Shares and any Accrued Distribution Amount, calculated as of the trading day before the day of issue, applicable to the TIPS 100 Units issued.

How may I buy or sell TIPS 100 Units?

Through a broker or dealer

An investor may buy or sell TIPS 100 Units through a member of the Exchange registered as a broker or dealer in the province where the investor resides. Residents of the United States of America may not buy TIPS 100 Units and the Trustee will not enter on the register of unitholders the name of a resident of the United States of America.

How do I find out price and other information concerning TIPS 100 Units?

Available from the Exchange

The names of the Constituent Corporations included in the Index at the date of this prospectus and the Relative Weight of each of the corporations in the Index as at September 30, 1999 are shown in Appendix "A". The Exchange will publish on each trading day information on the Index Level, the Core Asset Share Value, the Accrued Distribution Amount and the estimated realized capital gain per TIPS 100 Unit. The QMV and Relative Weight of each corporation included in the Index is published on a monthly basis. When there is an adjustment to the Index, the Exchange publishes the details of the adjustment.

Are TIPS 100 Units qualified investments?

In certain circumstances, TIPS 100 Units constitute qualified investments

In the opinion of McMillan Binch, TIPS 100 Units constitute qualified investments for trusts governed by registered retirement savings plans, deferred profit sharing plans and registered retirement income funds under the *Income Tax Act* (Canada).

In the opinion of such counsel, at the date hereof, the provisions of the *Pension Benefits Act* (Ontario) and the Regulation thereunder would not preclude the funds of a pension plan regulated thereunder from being invested in TIPS 100 Units, provided that the

TIPS 100 Units are within a category or sub-category of investment that is specifically permitted by, and for which guidelines are established in, the statement of investment policies and goals for such pension plan filed under that Act, and provided further that such investment is in compliance with the prudent investment standards of that Act.

In the opinion of such counsel, at the date hereof, the provisions of the *Pension Benefits Standards Act, 1985* (Canada) and the Regulations thereunder would not preclude the funds of a pension plan regulated thereunder from being invested in TIPS 100 Units, provided that where a statement of investment policies and procedures for such plan has been established under the Act, the investment by such plan in TIPS 100 Units is in accordance with such statement.

In the opinion of such counsel, at the date hereof, the assets of a pension plan governed by the *Supplemental Pension Plans Act* (Quebec) may be invested in TIPS 100 Units, provided that such investment complies with the prudent investment criteria of such Act, the rules set out in such plan and with the written investment policy such plan may have adopted.

See "Legal Matters".

How are TIPS 100 Units issued?

One Basket of Shares for a Prescribed Number of TIPS 100 Units

(i) For General Issues

On general issue days, to be determined by the Exchange, an integral multiple of the Prescribed Number may be issued to Underwriters pursuant to allotments by the Exchange made four trading days prior to the issue days. On the general issue day, the Underwriters will deliver to the Fund one Basket of Shares for each Prescribed Number of TIPS 100 Units issued and will pay the Accrued Distribution Amount, calculated as of the trading day before the day of issue, for each TIPS 100 Unit issued.

For general issuances, TIPS 100 Units will be listed and posted for trading on the Exchange on the third trading day prior to their day of issue.

(ii) In Special Cases

TIPS 100 Units will be issued to the Specialists as described under "What happens if the Index is adjusted?", and "What happens if a takeover bid is made for a Constituent Corporation?". TIPS 100 Units will also be issued to the Specialists when cash redemptions of TIPS 100 Units occur, for cash equal to the Core Asset Share Value plus the Accrued Distribution Amount, such that the number of TIPS 100 Units outstanding will not be affected by cash redemptions of TIPS 100 Units. TIPS 100 Units will also be issued to unitholders on the automatic reinvestment of Special Dividends as described under “What happens when a Special Dividend is paid?” and on the automatic reinvestment of net realized capital gains distributed to unitholders as described under "What are relevant income tax considerations?".

In addition, the Exchange may cause TIPS 100 Units to be issued to members of the Exchange when, in the Exchange's opinion, unusual market conditions make such an issue advisable. For instance, if there is a severe shortage of TIPS 100 Units for delivery under commitments which have been made by members of the Exchange, the Exchange may alleviate the shortage through a special issue of TIPS 100 Units.

May TIPS 100 Units be redeemed?

In any number less than the Prescribed Number for cash

In addition to being able to sell TIPS 100 Units through a trade on the Exchange, a unitholder may redeem TIPS 100 Units on any Exchange trading day. In order for a redemption to be effective on a trading day, certificates for the TIPS 100 Units and a redemption commitment must be deposited with the Trustee before 9:00 a.m. on that day. The address of the Trustee is Suite 3500, 1 First Canadian Place, Toronto, Ontario. M5X 1A9.

Generally, the redemption price will be payable in cash and be calculated as a percentage of the closing bid price for TIPS 100 Units on the Exchange on the effective day of the redemption, as set out in the following table:

No. of TIPS 100 Units Redeemed	% of Closing Bid Price
1 – 200	96%
201 – 1,000	97%
1,001 – 5,000	98%
5,001 – 15,000	99%
15,001 – Prescribed Number of TIPS 100 Units (less one)	99.5%

Payment of the cash redemption price will be made 3 trading days after the effective day of the redemption. If the record date for a distribution on the TIPS 100 Units is prior to the effective day of the redemption, the unitholder will be entitled to receive the distribution when it is paid. Otherwise, unitholders redeeming TIPS 100 Units for cash will not be entitled to any additional distributions or payments.

If the number of TIPS 100 Units to be redeemed is equal to the Prescribed Number or any integral multiple, the unitholder will be entitled to receive a Basket of Shares for each Prescribed Number of TIPS 100 Units which are redeemed. The Prescribed Number will vary with adjustments to the TSE 100 Index. As at September 30, 1999, the Prescribed Number was 68,561 TIPS 100 Units worth approximately $2,886,418 based on the closing price of TIPS 100 Units on the Exchange on September 30,1999.

Settlement of redemptions for Baskets of Shares will be made 3 trading days after the effective day of the redemption. In addition, the Fund will pay in settlement of a redemption of TIPS 100 Units for Baskets of Shares, the Accrued Distribution Amount in respect of each TIPS 100 Unit redeemed, calculated as of the trading day before the settlement day, and payable at the time of the next regular distribution to unitholders.

Holders of TIPS 100 Units are advised to consult with their broker or securities dealer prior to redeeming their units.

What distributions will be made on TIPS 100 Units?

The Fund will distribute dividends to unitholders quarterly

The Fund will distribute to unitholders, quarterly, dividends and other distributions (other than Special Dividends) received on shares held by the Fund. Stock dividends, rights, warrants and other distributions in kind received by the Fund will be sold and the proceeds will be distributed as part of the regular distributions to unitholders. Special Dividends will be dealt with as described under "What happens when a Special Dividend is paid?".

Any interest and securities lending revenues remaining after provision is made for all expenses of the Fund, will be distributed to unitholders on regular distribution dates.

Regular distributions to unitholders will also include Accrued Distribution Amounts paid to the Fund on an issue of TIPS 100 Units.

Net realized capital gains of the Fund will be dealt with as described under “What are relevant income tax considerations?”.

In the fiscal year ending December 31, 1998 the Fund made total distributions per TIPS 100 Unit of approximately $0.73 (1997 - $0.73), of which approximately $0.58 (1997 - $0.57) was dividend income and approximately $0.15 (1997 - $0.16) was a payment of the applicable Accrued Distribution Amount.

Will distributions entitle unitholders to dividend tax credits?

Distrbutions of dividends will qualify for dividend tax credit

Distributions of dividends received by the Fund will qualify as dividends to unitholders for the purpose of Canadian income tax and unitholders will be entitled to dividend tax credits.

Accrued Distribution Amounts paid to the Fund on the issue of TIPS 100 Units, when distributed by the Fund to unitholders will be treated as a return of capital for Canadian income tax purposes. The amount of such return of capital will reduce the adjusted cost base of the unitholders’ TIPS 100 Units.

Distributions of revenues from interest and securities lending (after payment of expenses) will be included in the income of unitholders for tax purposes, in general, as ordinary income.

Distributions of proceeds from the sale of distributions in kind received by the Fund will be treated for tax purposes as dividends, taxable capital gains, return of capital or otherwise depending on the tax treatment to the Fund of the receipt of the distributions in kind.

For treatment of capital gains realized by the Fund and other income tax considerations please refer to "What are relevant income tax considerations?".

The answers in this section are based on the opinion of McMillan Binch. See "Legal Matters".

How many TIPS 100 Units may be outstanding?

Maximum number limited...Fund cannot hold 10% or more of any corporation

The number of TIPS 100 Units outstanding at any time will be the Prescribed Number multiplied by the number of Baskets of Shares held by the Fund. The maximum number of TIPS 100 Units outstanding at any time will be limited by the requirement that the Fund not hold 10% or more of the outstanding shares of any Constituent Corporation. As at September 30, 1999, there were 41,822,210 TIPS 100 Units outstanding.

What happens if the Index is adjusted?

Adjustments are made in such a way that the Index level is not affected

The Index may be adjusted by the Exchange from time to time because of mergers, amalgamations, reorganizations or plans of arrangement involving Constituent Corporations. The Index may also be adjusted if a Constituent Corporation pays a Special Dividend or increases or decreases its Public Float. These adjustments may require removing a Constituent Corporation from the Index and substituting a new Constituent Corporation while at the same time, if necessary, adjusting the Divisor. The Divisor will be adjusted to reflect the payment of a Special Dividend. A change in the Public Float of a Constituent Corporation will effectively increase or decrease the Relative Weight of the Constituent Corporation in the Index, while at the same time adjusting the Divisor. These adjustments to the Index are made by the Exchange in such a way so that the Index Level is not affected. See "The Guidelines Governing the Index".

Certain events, such as stock splits or the payment of stock dividends having a result equivalent to a stock split, will not require an adjustment to Baskets of Shares held by the Fund.

Whenever the Exchange adjusts the Index by adding or subtracting shares of a Constituent Corporation following a change in the Public Float, the Fund will acquire or dispose of the appropriate number of shares of the applicable Constituent Corporation at the closing market price on the trading day before the adjustment is effective. This will occur through the issue for these shares or the redemption for these shares of TIPS 100 Units to or from the Specialists.

If the Divisor is adjusted to reflect a Special Dividend, the Fund will redeem for an amount equal to the proceeds of the Special Dividend a number of TIPS 100 Units from the Specialists.

As a result, the adjustment to the Index will have a minimal effect on the Core Asset Share Value. A minor tracking error may occur due to rounding during TIPS 100 adjustments. The number of TIPS 100 Units outstanding after an adjustment will continue to be an integral multiple of the Prescribed Number and the shares of Constituent Corporations held by the Fund will continue to be whole Baskets of Shares sufficient to settle the redemption of all TIPS 100 Units.

Where the Specialists are required to redeem TIPS 100 Units for shares of a Constituent Corporation which the Fund must dispose of because of an adjustment to the Index reducing the number of these shares in the Index or because of a Special Dividend, the Specialists may, with the consent of the Exchange, as an alternative to the redemption of TIPS 100 Units, deliver to the Fund sufficient Baskets of Shares and pay to the Fund the applicable Accrued Distribution Amount. In return, the Fund will issue to the Specialists TIPS 100 Units with a dollar value equal to the value of the Baskets of Shares less the dollar value of the shares of the Constituent Corporation which the Fund must dispose of or the value of the Special Dividend, as the case may be, and will deliver to the Specialists the shares of the Constituent Corporation which the Fund must dispose of or an amount equal to the proceeds of the Special Dividend, as the case may be.

What happens if a takeover bid is made for a Constituent Corporation?

The Fund may or may not tender shares

If a takeover bid is made for shares of a Constituent Corporation, the Fund may or may not tender shares depending upon the decision of the Discretions Committee. (See "How are shareholder decisions concerning Constituent Corporation made by the Fund".) If shares are tendered by the Fund, this will likely be done at the latest possible time. If the takeover bid is for less than all of the outstanding shares of the Constituent Corporation, the shares tendered by the Fund may or may not be taken up under the bid.

After a tender of shares by the Fund, any redemption of TIPS 100 Units for Baskets of Shares will entitle the redeeming unitholder to receive the applicable portion of the takeup proceeds when paid or the shares not taken up when they are returned to the Fund.

If the Fund tenders shares under a takeover bid and they are taken up but the Constituent Corporation is not taken out of the Index, the Fund will use the proceeds received under the takeover bid to purchase shares of the Constituent Corporation to replenish Baskets of Shares held by the Fund. Any non-cash consideration received by the

Fund under a takeover bid will be sold by the Fund. If the proceeds are not sufficient to purchase replacement shares, the Fund will purchase the necessary shares from the Specialists in return for the issue of the appropriate number of TIPS 100 Units. This, however, could result in a shift in tracking so that the Core Asset Share Value would be less than 1/10th of the Index Level. If the proceeds received by the Fund under a takeover bid are more than sufficient to purchase replacement shares, the surplus will be applied, if necessary, to the payment of the expenses of the Fund or be added to the amounts to be distributed to unitholders. However, if the Core Asset Share Value is less than 1/10th of the Index Level, in lieu of distributing the surplus, the Fund may redeem TIPS 100 Units from the Specialists to move the Core Asset Share Value closer to 1/10th of the Index Level.

If a takeover bid results in a Constituent Corporation no longer qualifying for inclusion in the Index, it will be removed from the Index and another corporation substituted. Any shares of the Constituent Corporation still held by the Fund after the takeover bid will be disposed of by the Fund to the Specialists as an adjustment described under "What happens if the Index is adjusted?".

What happens when a Special Dividend is paid?

The Exchange will adjust the Divisor

If a Special Dividend is paid, the Exchange will adjust the Divisor. This will require the Fund to redeem TIPS 100 Units from the Specialists on the adjustment day for an amount equal to the proceeds of the Special Dividend. The redemption of TIPS 100 Units from the Specialists for an amount equal to the proceeds of the Special Dividend is the Fund's way of conferring the value of the Special Dividend on the unitholders without changing the Core Asset Share Value as 1/10th of the Index Level after the adjustment.

An amount equal to the Special Dividend will be payable to unitholders of record on the record date of the Special Dividend. Such amount will be reinvested automatically by the Trustee on the unitholders' behalf in additional TIPS 100 Units. Immediately after the issue of TIPS 100 Units on the reinvestment, the outstanding TIPS 100 Units will be consolidated so that the number of TIPS 100 Units outstanding after the consolidation held by unitholders other than the Specialists will equal the number of TIPS 100 Units held by such unitholders before the issue on reinvestment. If a unitholder is not a resident of Canada and is subject to Canadian withholding tax on the Special Dividend, the Trustee will sell the TIPS 100 Units issued on reinvestment, and from the proceeds of the sale will pay the tax and remit the balance to the unitholder.

Unitholders may be subject to tax on amounts made due and payable to them in respect of a Special Dividend. Such amounts will be treated as a dividend for the purposes of Canadian income tax dividend tax credits where the Special Dividend was received by the Fund as a dividend for tax purposes. In other circumstances, such amounts will be treated for tax purposes as taxable capital gains, return of capital or otherwise depending on the tax treatment to the Fund of the Special Dividend. The answers in this paragraph are based on the opinion of McMillan Binch. See "Legal Matters”.

Do unitholders have voting rights over Baskets of Shares?

A unitholder holding a Prescribed Number of TIPS 100 Units … on 15 trading days' notice

A unitholder holding a Prescribed Number or more may instruct the Fund, on 15 trading days' notice, to give the unitholder a signed proxy for the applicable portion of the shares of a Constituent Corporation held by the Fund based on the shares underlying the number of TIPS 100 Units held by the unitholder. Instructions must be given for each meeting of shareholders of a Constituent Corporation. Eligible unitholders must take the initiative to exercise this right as no reminders of this right will be sent to them. Eligible unitholders will be required to certify to the Fund either that the unitholder is the beneficial owner of the TIPS 100 Units held in the unitholder's name, or that the proxy will be exercised or otherwise dealt with in accordance with the instructions of such beneficial owner.

Unitholders holding less than the Prescribed Number will not have any right to vote shares held by the Fund.

How are shareholder decisions concerning Constituent Corporations made by the Fund?

The Exchange has appointed a Discretions Committee

The Exchange has appointed a Discretions Committee to instruct the Fund how to vote shares of Constituent Corporations for which proxies have not been provided to unitholders holding a Prescribed Number of TIPS 100 Units. The Discretions Committee shall at all times be made up of public governors of the Exchange who are not members of the Exchange, senior Exchange staff and other independent non-member and non-staff individuals. This composition of the Discretions Committee is intended to ensure that the members of the committee do not have a personal financial or other interest in any matter on which the committee must make a decision. The Discretions Committee may seek expert advice on matters considered by it.

The Discretions Committee will also instruct the Fund with respect to takeover bids, mergers and other matters requiring a decision by the Fund as owner of the shares.

What are relevant income tax considerations?

A disposition may give rise to a capital gain

On the redemption or other disposition of TIPS 100 Units, a capital gain (or a capital loss) will generally be realized by the unitholder to the extent that the proceeds of redemption or other disposition of the TIPS 100 Units exceed (or are exceeded by) the aggregate of the adjusted cost base to the unitholder of the TIPS 100 Units and any costs of disposition.

The disposition of a Basket of Shares by the Fund on the redemption of a Prescribed Number of TIPS 100 Units may give rise to a liability of the Fund for tax on realized capital gains from the disposition, but the redemption will entitle the Fund to a capital gains tax refund which should generally offset the Fund's liability for tax on the realized capital gains.

Dispositions of shares by the Fund resulting from an adjustment or otherwise may give rise to a liability of the Fund for tax on realized capital gains from such dispositions which may or may not be offset by the capital gains tax refund resulting from redemptions of TIPS 100 Units.

If, on the last business day of a year, the Fund has net realized capital gains for which it would be liable for tax, an amount equal to such net realized capital gains will be due and payable to unitholders. Such amount will be reinvested automatically by the Trustee on the unitholders' behalf in additional TIPS 100 Units. Immediately after the issue of TIPS 100 Units on reinvestment, the outstanding TIPS 100 Units will be consolidated so that the number of TIPS 100 Units outstanding after the consolidation will equal the number of TIPS 100 Units outstanding before the issue on reinvestment. Each unitholder to whom an amount is made payable in respect of a taxable capital gain will have a corresponding taxable capital gain on or in respect of which tax may be payable. The amount made payable to a unitholder will be added to the adjusted cost base of the unitholder's TIPS 100 Units. This will reduce the gain the unitholder would otherwise realize when he sells his TIPS 100 Units.

If on the last business day of a year the Fund has net income (not including capital gains) on which it would be liable for tax if it did not distribute this income to unitholders, the Fund will distribute this income to unitholders on such day.

Reference is also made to "Will distributions entitle unitholders to dividend tax credits?" and "What happens when a Special Dividend is paid?".

The answers in this section are based on the opinion of McMillan Binch. See "Legal Matters".

Will the Fund engage in securities lending?

The Fund may engage in securities lending

The Fund may loan shares of Constituent Corporations owned by the Fund to qualified borrowers which include Canadian chartered banks and securities dealers. Revenues earned by the Fund from securities lending will be used to pay expenses of the Fund, and the balance, if any, will be distributed to unitholders. The Trustee has agreed to indemnify the Fund against any losses which might result from negligence on the part of the Trustee. The Trustee will assess the credit worthiness of each borrower, obtain collateral as set out in the Securities Lending Agreement, and act promptly to demand payment from any borrower or in realizing on any collateral. The collateral to be acquired by the Trustee in respect of securities lending may be composed of cash delivered in the form of certified cheque or bank draft, Government of Canada Treasury debt obligations and such other securities as may be acceptable to the Trustee and will have an aggregate value of not less than 105% of the market value of the loaned securities.

What are the costs and expenses of the Fund?

...low administrative costs

The principal expenses of the Fund are filing fees payable to the various Canadian securities commissions, fees payable to the Trustee for custodian and administrative services, transfer agent fees, professional expenses and advertising and promotional expenses. Advertising and promotional expenses shall in any year shall not exceed 0.015% of the assets of the Fund.

The Fund invests dividends and other distributions (excluding Special Dividends) received on shares of Constituent Corporations in a separate account in cash equivalent investments being principally units of the SSGA Short Term Investment Fund or a pooled Canadian money market or short term investment fund acceptable to the Exchange. The Exchange may also direct the Trustee to invest all or part of the monies in the separate account in demand deposits and other deposits with a term of no more than 120 days, in a Canadian chartered bank or trust company or Government of Canada obligations which will mature in less than one year.

The interest earned on this separate account is used to pay expenses of the Fund. As dividends are distributed quarterly by the Fund, a significant portion of the Fund's expenses will be funded from income from the separate account. Revenues from securities lending are also available to pay expenses of the Fund.

The Exchange will pay all expenses of the Fund, including Trustee fees, to the extent that interest and securities lending revenues are insufficient to pay such expenses. If interest and securities lending revenues exceed the expenses of the Fund, the excess will be distributed to unitholders on the regular distribution dates.

The Exchange charges the Fund an annual licence fee for the use of the Index. The licence fee for any year will be the sum of (i) $40,000, (ii) the amount of any loans which are advanced by the Exchange to the Fund for the year to pay expenses and which are not repaid by year end and (iii) the amount of the accrued and unpaid licence fee at the beginning of the year. The licence fee for any year will be limited to the lesser of (a) $200,000 and (b) funds available to the Fund in the year to pay the licence fee after providing for other expenses and quarterly distributions to unitholders. Any portion of the licence fee not paid during the year will be carried forward to the subsequent year. As at January 1, 1999, the accrued unpaid licence fee is $829,808.

For the fiscal year ended December 31, 1998, management and administrative expenses of the Fund were $424,649 (1997 - $175,095) representing 0.03% (1997 – 0.03%) of the average net assets of the Fund during the year.

Can the Fund borrow or lend funds?

The Fund may not mortgage any of its assets, nor loan any funds

The Fund may not mortgage any of its assets, nor loan any funds. The Fund may only borrow from the Exchange, on an interest-free basis in circumstances where interest and securities lending revenues are insufficient to pay the expenses of the Fund. Any such loans not repaid to the Exchange by the end of the taxation year of the Fund shall be forgiven by the Exchange. The amount of any loans forgiven by the Exchange may be recovered by the Exchange as part of the license fee described under "What are the costs and expenses of the Fund?".

What reports may I receive from the Fund?

Annual financial statements and relevant tax forms

Audited annual financial statements of the Fund will be filed with applicable securities regulators within 140 days after the calendar year-end. A copy of the financial statements will be sent to each unitholder. Unitholders and potential investors may obtain a copy of the most recent financial statements upon request to the Exchange. The financial statements will include a balance sheet, statements of operations and changes in net assets, a schedule of investments, and a statement outlining the procedures to be followed by a unitholder who wishes to redeem TIPS 100 Units.

The Fund will, within 90 days after each calendar year-end, send to each unitholder relevant tax forms reporting dividends, capital gains, other income and capital distributed to unitholders in the year.

Will the attributes of TIPS 100 Units ever be changed?

The Exchange may amend the Trust Agreement

The Exchange may, with the approval of the Ontario Securities Commission, amend the Trust Agreement and the by-law of the Exchange providing for the creation and issue of TIPS 100 Units. Any amendment may vary the attributes of TIPS 100 Units.

On September 28, 1999, the Exchange approved in principle a proposal to merge the Fund and the Toronto 35 Index Participation Fund with the S&P/TSE 60 Fund, an index participation fund created by Barclays Global Investors Canada Limited and based on the S&P/TSE 60 Index. The approval in principle is subject to the three funds entering into a mutually acceptable merger agreement and to regulatory and unitholder approval.

In order to pursue the merger proposal, it will be necessary to obtain the approval of the Ontario Securities Commission to the amendment of the Trust Agreement to provide for unitholder approval of any merger agreement and to permit the Fund to hold securities other than shares of corporations included in the Index.

Prior to any meeting of unitholders to consider the merger agreement, the Fund will deliver to unitholders a circular describing any changes to the Fund and other relevant matters, including a description of any tax consequences to unitholders resulting from the change. The circular will also disclose any costs to unitholders who continue as unitholders in the merged fund. If the merger is approved, it is expected that the transaction would be effected on a tax-free rollover basis. The Fund would exchange its assets for units in the S&P/TSE 60 Fund. The Fund would then terminate and distribute the units in the S&P/TSE 60 Fund which were received by the Fund pro rata to unitholders of the Fund. If the merger is not approved, the Exchange and the Fund would consider other options for reorganization, including the termination of the Fund on not less than 30 days' notice by the Exchange to the Trustee and unitholders. Any notice of termination issued in this case would be accompanied by a circular confirming the rights of unitholders prior to the termination and a description of any tax consequences arising from the termination.

On termination of the Fund, the Trustee is obliged to discharge the Fund's liabilities and to distribute the net assets of the Fund (in cash or in kind) proportionately to the unitholders, without the application of any discount applicable to redemptions for cash, forthwith after the termination date. Prior to any effective date of any merger or termination of the Fund, unitholders would be able to redeem the Prescribed Number of TIPS 100 Units for a Basket of Shares or to redeem a lesser number of TIPS 100 Units for cash as described under the heading "May TIPS 100 Units be Redeemed?" Unitholders would also be able to sell their TIPS 100 Units on the Exchange as described under the heading "What is the market value of a TIPS 100 Unit?"

Is the Fund Affected by the Y2K Issue?

The Year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Date-sensitive systems may recognize the year 2000 as 1900 or some other date, resulting in errors when information using year 2000 days is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. The effects of the Year 2000 Issue may be experienced before, on, or after January 1, 2000, and, if not addressed, the impact on operations and financial reporting may range from minor errors to significant systems failure which could affect an entity's ability to conduct normal business operations. This is an important issue for the Fund, because computer systems are used in many aspects of the operations of the Fund, including for receiving market data, accounting, valuation, portfolio monitoring and unitholder communication. The exposure of the Fund to the risks and uncertainties associated with the Year 2000 Issue arises out of the potential lack of Year 2000 readiness on the part of the parties which provide services to the Fund, capital market participants and systems upon which the Fund relies in the conduct of its operations, and the corporations in which the assets of the Fund are invested. Since the level of the Index is based on the value of the shares issued by the Constituent

Corporations, to the extent that the Year 2000 Issue affects the performance of such issuers and, as a result, the market value of those shares, the level of the Index may also be affected.

The Fund conducts its operations through the Trustee, acting as administrator and custodian, and a third party service provider acting as the Transfer Agent. The services provided to the Fund by the Trustee depend on the smooth functioning of the Trustee's computer systems and those of its outside service providers. As noted above, many computer software systems in use today cannot distinguish the year 2000 from the year 1900 because of the way dates are encode and calculated. Such event could have a negative impact on the ability of the Trustee to perform its administrative and custodian services for the Fund. Although at this time there can be no assurance that there will be no adverse impact on the Fund, the Trustee has advised the Fund that it has successfully completed Year 2000 readiness testing of its computer systems to prepare for the year 2000 and expects that its systems, and those of its outside service providers, will be adapted in time for the event. The obligation to make such adaptations, if any, would be the responsibility of the service provider that maintains the system.

The Fund indirectly relies on other capital market participants and systems in the conduct of its operations, including brokers and dealers with whom the Trustee and the Specialists conduct business and clearing, settlement and payment systems. The risks and uncertainties associated with the Year 2000 Issue in relation to these capital market participants and systems represent a global systemic risk which the Fund and the Trustee have only a limited ability to control.

The Fund also indirectly relies on the Exchange's trading and internal systems, as the Index is calculated by the Exchange based on trading of the shares of Constituent Corporations on the Exchange. The Exchange has undertaken a comprehensive Year 2000 initiative to ensure that its computer systems are ready for the Year 2000 date change. As part of this initiative, the Exchange is (i) remediating and testing its technology, as required, so that the systems it relies on for normal operations will be able to correctly interpret the Year 2000 date change, and (ii) coordinating testing with all those whose systems interface with the Exchange's systems, including Exchange members and suppliers. As of September 1999, the Exchange's equity trading-related systems have been remediated, tested internally and are compliant, the Computer Assisted Trading System ("CATS") has been fully remediated and is in use, to be employed through the Year 2000 for equities trading, and CATS testing with member firms is complete. The equities trading system was included in industry-wide testing held in May and June, 1999. In addition, the Exchange's internal and support systems have been assessed and remediated. Testing of these applications was completed at the end of June 1999. Point-to-point connectivity testing with Exchange member and vendor firms began in September

1998 and is now complete. Connectivity was included in industry-wide testing held in May and June, 1999.

The Exchange is also actively engaged in contingency planning to assess the risk and impact of potential problems and develop appropriate strategies to mitigate or avoid these risks. The Exchange has developed solutions and/or crisis management structures to resolve any problems that may arise that are within the Exchange's ability to resolve. The Exchange is also participating in contingency planning exercises under the auspices of the industry task force led by the Ontario Securities Commission and the Canadian Securities Administrators.

The Fund, the Trustee and the Exchange are taking steps that they believe are reasonably designed to address the Year 2000 Issue. However, there can be no assurance that deficiencies in the systems of entities on which the Fund, the Trustee and the Exchange rely in the conduct of their operations, or of the Constituent Corporations in which the Fund invests, will not have an adverse impact on the Fund.

PRINCIPAL RISKS WHICH DISTINGUISH AN INVESTMENT IN TIPS 100 UNITS FROM A DIRECT OWNERSHIP INTEREST IN A BASKET OF SHARES

1. The Exchange may halt trading in TIPS 100 Units if the shares of a Constituent Corporation are cease-traded by order of a Canadian provincial or territorial securities authority, or are halted from trading by the Exchange.

2. If shares of a Constituent Corporation are cease-traded, such shares may not be delivered on a redemption of a Prescribed Number of TIPS 100 Units for a Basket of Shares until such time as the cease-trade order is lifted. If TIPS 100 Units are cease-traded by order of the Ontario Securities Commission, if normal trading is suspended on the Exchange, or if for any reason it is likely there will be no closing bid price for TIPS 100 Units, the Exchange may suspend the right to redeem TIPS 100 Units for cash. If the right to redeem TIPS 100 Units for cash is suspended, the Trustee will return redemption commitments and certificates representing TIPS 100 Units to be redeemed to unitholders who have submitted them.

3. If the computer or other facilities of the Exchange malfunction, calculation of the Index Level may be delayed and trading in TIPS 100 Units may be suspended for a period of time.

4. Adjustments to Baskets of Shares held by the Fund necessitated by adjustments to the Index will depend on the ability of the Specialists to perform their obligations. If the Specialists fail to perform, the Fund would be required to sell or purchase, as the case may be, shares of Constituent Corporations in the market. If this happens, there could occur a minor deviation in the tracking of the Index Level as the Core Asset Share Value becomes either more or less than 1/10th of the Index Level.

5. There could occur a minor deviation in the tracking of the Index Level by TIPS 100 Units where the Fund tenders under a successful takeover bid for less than all shares of a Constituent Corporation where the Constituent Corporation is not taken out of the Index and the Fund buys replacement shares for more than the takeover bid proceeds.

6. Adjustments to Baskets of Shares necessitated by adjustments to the Index could affect the underlying market for shares of Constituent Corporations which in turn would be reflected in the Index Level. Similarly, general issues of TIPS 100 Units may result in an impact on the market for shares of Constituent Corporations caused by buying or borrowing of shares of Constituent Corporations to constitute Baskets of Shares for deposit with the Fund on the issue of TIPS 100 Units.

7. The Fund may have realized capital gains at year end. Consequently, the unitholders at year end may be liable for Canadian income tax on net realized capital gains of the Fund made payable to them. To obtain funds to pay such tax, it may be necessary for unitholders to sell TIPS 100 Units.

8. If unforeseen events occur which would result in the existing rules for TIPS 100 Units to operate in a manner not reasonably within the contemplation of the Exchange, the Exchange may amend, as the Exchange considers appropriate, the Trust Agreement and its by-law providing for the creation and issue of TIPS 100 Units.

9. The Index was created by the Exchange as a measure of market performance and not for the purpose of trading of TIPS 100 Units. Accordingly, the Exchange, as proprietor of the Index, may adjust the Index without regard to the particular interests of the unitholders, Specialists and Underwriters, but rather solely with a view to the original purpose of the Index.

10. Unitholders holding less than the Prescribed Number of TIPS 100 Units will not have any right to vote shares held by the Fund.

11. The Fund is permitted to engage in securities lending. If a borrower of securities from the Fund fails to perform its obligations, the Fund may be unable to recover the loaned securities. The Trustee has the obligation to obtain adequate collateral from borrowers and will indemnify the Fund against any losses resulting from the negligence of the Trustee (see "Will the Fund engage in securities lending?"). There is a risk that there might occur a default by a borrower of the Fund's securities. However, given the quality and value of the collateral security for such loans, the fact that such collateral will be marked to market on a daily basis and supplemented immediately if deficient, and given the institutional nature of the borrowers to whom the Fund proposes to lend its securities, this risk is, in the Exchange's view and in light of the Trustee's indemnity, effectively eliminated.

12. The Exchange, in conjunction with Standard and Poor’s, introduced on December 31, 1998 the S&P/TSE 60 Index which consists of the securities of 60 listed companies. A the S&P/TSE 60 Index is intended to be the recognized large capitalization equity index in Canada, the Index and the Toronto 35 Index will be phased out by a date which has yet to

be determined. However, the Index will be continuously calculated throughout each trading day until December 31, 2000 and thereafter on an end of day basis for an indefinite period.

The Exchange has approved in principle a proposal to merge the Fund and the Toronto 35 Index Participation Fund with the iUnit S&P/TSE 60 Index Participation Fund ("S&P/TSE 60 Fund"), an index participation fund created by Barclays Global Investors Canada Limited and based on the S&P/TSE 60 Index. The approval in principle is subject to the three funds entering into a mutually acceptable merger agreement and to regulatory and unitholder approval. See "Will the attributes of TIPS 100 Units ever be changed?".

If the merger is approved, it is expected that the transaction would be effected on a tax-ree rollover basis. The Fund would exchange its assets for units in the S&P/TSE 60 Fund. The Fund would then terminate and distribute the units in the S&P/TSE 60 Fund which were received by the Fund pro rata to unitholders of the Fund. If the merger is not approved, the Fund would consider other options for reorganization, including the termination of the Fund. See "Will the attributes of TIPS 100 Units ever be changed?".

THE GUIDELINES GOVERNING THE INDEX

The Exchange has adopted guidelines to govern the composition and operation of the Index. These guidelines may be changed by the Exchange at any time. The following is a summary of the guidelines which are applicable to the Index and in effect as of September 30, 1999. A complete copy of the guidelines governing the Index may be obtained at any time from the Exchange.

In order to be eligible to be included in the Index, the stock of the corporation must be included in the TSE 300. In addition, the aggregate dollar value of the stock traded for the previous twelve months would rank the corporation within the top 150 of the TSE 300 or the float QMV of the stock would rank the corporation within the top 50 of the TSE 300.

The Index will also be reviewed annually each March. If the QMV of a Constituent Corporation ranks lower than the QMV of the top 120 of the TSE 300 Corporations as of the end of February, the corporation will be removed from the Index and the corporation with the highest ranking QMV which meets the eligibility criteria will be added. Also, if an eligible corporation has a QMV ranking between 1 and 90 as of the end of February, it will be added to the Index and the lowest QMV ranking Constituent Corporation will be removed.

Throughout the year, the Index will be reviewed at each month-end to confirm that QMV of each Constituent Corporation ranks between 1 and 200 of the TSE 300. Corporations which rank below 200 will be replaced with the stock of the eligible corporation with the highest QMV. Also, if an eligible corporation has a QMV rank between 1 and 50 at the time of the month-end review, it will be added to the Index and the lowest QMV ranking Constituent Corporation will be removed.

Various events affecting shares of a Constituent Corporation will result in the Exchange making an adjustment to the Index. Any adjustment to the Index will be made after the close of trading on a trading day and will be effective on the opening of trading on the following trading day. Any adjustment to the Index as a result of an event with a record date, such as the payment of a Special Dividend, will be effective two trading days prior to the record date. Index adjustments undertaken on a month-end review will be effective at the opening on the expiry date of the options and futures contract the following month (generally the third Friday of the month). Adjustments resulting from the annual review will be effective at the opening on the same day as the March expiry of options and futures contracts. In other situations, adjustment will be made on the first practicable date.

The opening Index Level on any trading day is calculated using the official opening trade price for each security. If a security in the Index does not open, the opening calculation of the Index Level uses the last trade price for that security.

OTHER INFORMATION

Trustee

The trustee and custodian of the assets of the Fund is State Street Trust Company Canada. The head office of the Fund and the principal Toronto office of the Trustee is Suite 3500, 1 First Canadian Place, Toronto, Ontario, M5X 1A9.

The Trustee is entitled to be indemnified out of the assets of the Fund for any loss the Trustee may suffer except where there has been gross negligence, wilful default or dishonesty on the part of the Trustee.

Montreal Trust Company of Canada is the transfer agent and registrar for TIPS 100 Units at its principal transfer offices in Halifax, Montreal, Toronto, Winnipeg, Regina, Calgary and Vancouver.

Material Contracts

The creation, issue, listing and trading of TIPS 100 Units is provided for in the General By-law of the Exchange and the Trust Agreement. The Fund engages in securities lending pursuant to the Securities Lending Agreement. A Specialist has been appointed by the Exchange pursuant to a specialist agreement dated August 8, 1995.

TIPS 100 Units will be distributed by Underwriters pursuant to underwriting agreements among the Exchange, the Trustee and each Underwriter.

The Trust Agreement, underwriting agreements, Securities Lending Agreement and specialist agreement are available for inspection at the offices of the Exchange, The Exchange Tower, 2 First Canadian Place, Toronto, Ontario, M5X 1J2.

Legal Matters

The answers under "Are TIPS 100 Units qualified investments?", "What are relevant tax considerations?", "Will distributions entitle unitholders to dividend tax credits?", and the last paragraph under "What happens when a Special Dividend is paid?" are based on an opinion of McMillan Binch, Toronto, Ontario. These sections summarize the principal Canadian federal income tax considerations generally applicable to purchasers of TIPS 100 Units pursuant to this prospectus who are resident in Canada, deal at arm's length with the Fund and will hold TIPS 100 Units as capital property. The summary is of a general nature only and is not intended to be, and should not be construed as, legal or tax advice to any particular purchaser. Accordingly, prospective purchasers are urged to consult their own tax advisors with respect to their particular circumstances.

The answers in the summary are based on the current provisions of the Income Tax Act, the regulations thereunder, all specific proposals to amend the Income Tax Act and the regulations publicly announced by the Minister of Finance prior to the date hereof, an advance income tax ruling issued by Revenue Canada to the Exchange and the Fund, and legal counsel's understanding of the current administrative practices of Revenue Canada. The answers do not otherwise take into account any changes in law, whether by legislative, governmental or judicial action, nor do they take into account any provincial, territorial or foreign income tax considerations. The answers are based on the assumption that the Fund will comply with conditions prescribed in the Income Tax Act so as to qualify as a "mutual fund trust" as defined in the Income Tax Act at all material times. The Fund anticipates that it will qualify as a mutual fund trust, as defined in the Income Tax Act, at all material times.

Discretions Committee

The Discretions Committee is presently composed of the following members:

William H. Broadhurst
Public Governor of the Exchange

Leonard P. Petrillo
Vice-President, General Counsel & Secretary of the Exchange

Eric Kirzner
Public Governor of The Toronto Futures Exchange

Cheryl Leonhardt
Board of Directors, The Toronto Futures Exchange

Specialists

RBC Dominion Securities Inc. has been appointed to be a Specialist by the Exchange.

Auditors

The auditors of the Fund are Deloitte & Touche LLP, Chartered Accountants, 181 Bay Street, Toronto, Canada, M5J 2V1.

Purchasers' Statutory Rights

Securities legislation in several of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, securities legislation provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of their province.

The purchaser should refer to any applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE TORONTO STOCK EXCHANGE

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 9 of the *Securities Act* (British Columbia), by Part 8 of the *Securities Act* (Alberta), by Part XI *of The Securities Act, 1988* (Saskatchewan), by Part VII of *The Securities Act* (Manitoba), by Part XV of the *Securities Act* (Ontario), by Section 63 of the *Securities Act* (Nova Scotia), by Section 13 of the *Security Frauds Prevention Act* (New Brunswick), by Part II of the *Securities Act* (Prince Edward Island), and by Part XIV of the *Securities Act* (Newfoundland) and the respective regulations thereunder. This prospectus does not contain any misrepresentation likely to affect the value or the market price of the securities to be distributed, as required by the *Securities Act* (Quebec) and the regulations thereunder.

Dated the 8th day of October, 1999.

THE TORONTO STOCK EXCHANGE

John W. Carson	***Daniel F. Sullivan***
John W. Carson	Daniel F. Sullivan
Senior Vice President Market Regulation	Chairman

On behalf of the Board of Governors

Diana Bennett Gale	***Eric C. Tripp***
Diana Bennett Gale	**Eric C. Tripp**
Governor	Governor

CERTIFICATE OF THE TRUSTEE

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 9 of the *Securities Act* (British Columbia), by Part 8 of the *Securities Act* (Alberta), by Part XI of *The Securities Act, 1988* (Saskatchewan), by Part VII of *The Securities Act* (Manitoba), by Part XV of the *Securities Act* (Ontario), by Section 63 of the *Securities Act* (Nova Scotia), by Section 13 of the *Security Frauds Prevention Act* (New Brunswick), by Part II of the *Securities Act* (Prince Edward Island), and by Part XIV of the *Securities Act* (Newfoundland) and the respective regulations thereunder. This prospectus does not contain any misrepresentation likely to affect the value or the market price of the securities to be distributed, as required by the *Securities Act* (Quebec) and the regulations thereunder.

Dated the 8th day of October, 1999.

STATE STREET TRUST COMPANY CANADA
AS TRUSTEE OF THE FUND

Doreen Rigby	***Paul Corcoran***
Doreen Rigby	**Paul Corcoran**
Vice President	**Vice President**

APPENDIX "A"

TSE 100 INDEX CONSTITUENT CORPORATIONS

Corporation Name	**Stock Symbol**	**Relative Weight** (at September 30, 1999)
ATI Technologies Inc.	ATY	0.62
Abitibi-Consolidated Inc.	A	0.65
Agrium Inc.	AGU	0.32
Alberta Energy Company Ltd.	AEC	1.14
Alcan Aluminium Limited	AL	1.94
Anderson Exploration Ltd.	AXL	0.47
Ballard Power Systems Inc.	BLD	0.68
Bank of Montreal	BMO	2.61
Bank of Nova Scotia (The)	BNS	2.99
Barrick Gold Corporation	ABX	2.43
BCT.TELUS Communications Inc.	BTS	0.77
BCT.TELUS Communications Inc.	BTS.A	0.25
BCE Inc.	B	9.03
BC Gas Inc.	BCG	0.22
BioChem Pharma Inc.	BCH	0.70
Bombardier Inc.	BBD.B	2.37
CAE Inc.	CAE	0.18
CGI Group Inc.	GIB.A	0.33
Cadillac Fairview Corporation	CDF	0.36
Cameco Corporation	CCO	0.30
Canadian Imperial Bank of Commerce	CM	2.25
Canadian National Railway Company	CNR	1.73
Canadian Natural Resources Limited	CNQ	0.73
Canadian Occidental Petroleum Ltd.	CXY	0.50
Canadian Pacific Limited	CP	2.15
Canadian Tire Corporation, Limited	CTR.A	0.50
CanWest Global Communications Corp.	CGS.S	0.23
Celestica Inc.	CLS	0.89
Cinram International Inc.	CRW	0.14
Cognos Incorporated	CSN	0.32
Cominco Ltd.	CLT	0.24
Dofasco Inc.	DFS	0.43
Donohue Inc.	DHC.A	0.56
EdperBrascan Corporation Cl.A	EBC.A	0.61
Enbridge Inc.	ENB	0.95

Corporation Name	Stock Symbol	Relative Weight (at September 30, 1999)
Fairfax Financial Holdings Limited	FFH	0.56
Falconbridge Limited	FL	0.37
Franco-Nevada Mining Corporation Limited	FN	0.97
Geac Computer Corporation Limited	GAC	0.38
Great-West Lifeco Inc.	GWO	0.27
Gulf Canada Resources Limited	GOU	0.41
Hudson's Bay Company	HBC	0.28
Imasco Limited/Imasco Limitée	IMS	1.85
Imperial Oil Limited	IMO	0.78
Inco Limited	N	1.09
Investors Group Inc.	IGI	0.24
IPSCO Inc.	IPS	0.26
JDS Uniphase Canada Ltd.	JDU	1.11
Laidlaw Inc.	LDM	0.64
Linamar Corporation	LNR	0.20
Loblaw Companies Limited	L	0.67
Mackenzie Financial Corporation	MKF	0.42
MacMillan Bloedel Limited	MB	0.53
Magna International Inc.	MG.A	1.08
Manitoba Telecom Services Inc.	MBT	0.20
MDS Inc.	MHG.B	0.26
Mitel Corporation	MTL	0.26
Molson Companies Limited (The)	MOL.A	0.23
Moore Corporation Limited	MCL	0.25
National Bank of Canada	NA	0.63
Newbridge Networks Corporation	NNC	1.02
Newcourt Credit Croup Inc.	NCT	0.54
Noranda Inc.	NOR	0.56
Nortel Networks Corporation	NT	11.77
Nova Chemicals Corporation	NVX	0.56
NS Power Holdings Incorporated	NSH	0.26
Onex Corporation	OCX	0.32
Petro-Canada	PCA	1.16
Placer Dome Inc.	PDG	1.37
Poco Petroleums Ltd.	POC	0.38
Potash Corporation of Saskatchewan Inc.	POT	0.80
Power Corporation of Canada	POW	0.73
Power Financial Corporation	PWF	0.52
QLT PhotoTherapeutics Inc.	QLT	0.65
Quebecor Inc.	QBR.B	0.27
Quebecor Printing Inc.	IQI	0.39

Corporation Name	Stock Symbol	Relative Weight (at September 30, 1999)
Renaissance Energy Ltd.	RES	0.58
Research in Motion Ltd.	RIM	0.40
Rogers Communications Inc.	RCI.B	0.58
Rio Algom Limited	ROM	0.24
Royal Bank of Canada	RY	3.67
Royal Group Technologies Limited	RYG	0.41
Seagram Company Ltd. (The)	VO	4.09
Sears Canada Inc.	SCC	0.32
Shaw Communications Inc.	SJR.B	0.51
Shell Canada Limited/Shell Canada Limitée	SHC	0.40
Suncor Energy Inc.	SU	1.19
Talisman Energy Inc.	TLM	1.14
Teck Corporation	TEK.B	0.30
Teleglobe Inc.	TGO	0.53
Telesystem International Wireless Inc.	TIW	0.33
Thomson Corporation (The)	TOC	1.31
Toronto-Dominion Bank (The)	TD	3.39
TransAlta Corporation	TA	0.62
TransCanada PipeLines Limited	TRP	1.74
Trizec Hahn Corporation	TZH	0.77
United Dominion Industries Limited	UDI	0.26
Videotron Group Ltée	VDO	0.28
Westcoast Energy Inc.	W	0.60
George Weston Limited	WN	0.53
		100.00