

Appendix A

Summary of Key Changes to the November 2010 Materials

Form 51-120F6 Amendments

Item 1 – General Provisions

Subsection 1.3(9) – Currencies

- We amended subsection 1.3(9) to provide flexibility if the company's performance goals and similar conditions disclosed in the Compensation Discussion and Analysis are in a currency different than the currency presented in the prescribed tables, which may be for purposes of consistency with financial reporting obligations. As a result, a company must use the same currency in the tables prescribed in sections 3.1, 4.1, 4.2, 5.1, 5.2 and 7.1 of the form.

Item 2 – Compensation Discussion and Analysis (CD&A)

Subsection 2.1(5) – Risks associated with the company's compensation policies and practices

- We amended subsection 2.1(5) to include the words “or a committee of the board” in order to recognize that compensation-related duties may be delegated to a committee of the board.

Commentary

- We revised the commentary to clarify that, if the company used any benchmarking in determining compensation or any element of compensation, the company should include the benchmark and describe why the benchmark group and selection criteria are considered by the company to be relevant.
- We added commentary to the examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks by including the example of incentive plan awards that do not provide a maximum benefit or payout limit to executive officers.
- We also added commentary to clarify that the examples of situations that could potentially encourage an executive officer to expose the company to inappropriate or excessive risks are not exhaustive and the situations to consider will vary depending upon the nature of the company's business and the company's compensation policies and practices.

Section 2.4 – Compensation Governance

- We amended paragraph 2.4(2)(a) to read:
 - Disclose the name of each committee member and, in respect of each member, state whether or not the member is independent or not independent.
- In paragraph 2.4(2)(c), we removed the words “that are consistent with a reasonable assessment of the company’s risk profile” because we concluded that the words were unnecessary and confusing.
- We amended paragraph 2.4(3)(c) to read:
 - If the consultant or advisor has provided any services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than or in addition to compensation services provided for any of the company’s directors or executive officers,
 - (i) state this fact and briefly describe the nature of the work,
 - (ii) disclose whether the board of directors or compensation committee must pre-approve other services the consultant or advisor, or any of its affiliates, provides to the company at the request of management.
- In subparagraphs 2.4(3)(d)(i) and (ii), we added the word “each” to clarify that the company must disclose aggregate fees paid on a “per consultant” basis.

Item 4 – Incentive Plan Awards

Section 4.1 – Outstanding share-based awards and option-based awards

- We amended subsection 4.1(3) to clarify that if the company has granted options in a different currency than that reported in the table, the company must include a footnote describing the currency and the exercise or base price. This amendment is also made in response to the requirement in subsection 1.3(9) that the company must use the same currency in the prescribed tables of the form.

Item 5 – Pension Plan Benefits

Section 5.1 – Defined benefit plans table

- We amended paragraph 5.1(4)(a) to include the requirement that, for purposes of calculating the annual lifetime benefit payable at the end of the most recently completed financial year in column (c1), the company must assume that the NEO is eligible to receive payments or benefits at year end.

- We added commentary to clarify that the company may calculate the annual lifetime benefit payable in accordance with the formula included as commentary or in accordance with another formula if the company reasonably believes that the other formula produces a more meaningful calculation of the annual lifetime benefit payable at year end.

Section 5.2 – Defined contribution plans table

- In response to questions 6 and 7 published in the notice to the November 2010 Materials and comments received, we removed the requirement in subsection 5.2(3) to disclose the non-compensatory amount, including employee contributions and regular investment earnings on employer and employee contributions.