

Appendix I

Amendments to Form 45-106F2 *Offering Memorandum for Non-Qualifying Issuers*

and

Form 45-106F3 *Offering Memorandum for Qualifying Issuers*

Amendments to Form 45-106F2 *Offering Memorandum for Non-Qualifying Issuers* of National Instrument 45-106 *Prospectus and Registration Exemptions*

1. *This Instrument amends Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers.*

2. *Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers is amended by,*

(a) *adding the following after item A.10 under the heading “Instructions for Completing Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers”:*

11. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. If an extract of FOFI, as defined in National Instrument 51-102 *Continuous Disclosure Obligations*, is disseminated, the extract or summary must be reasonable and balanced and have a cautionary note in boldface stating that the information presented is not complete and that complete FOFI is included in the offering memorandum., *and*

(b) *striking out* “Refer to National Policy 48 *Future Oriented Financial Information* if future oriented financial information is included in the offering memorandum.” *in item B.12 under the heading “Instructions for Completing Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers” and substituting* “Forward-looking information included in an offering memorandum must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook, each as defined in NI 51-102, included in an offering memorandum must comply with Part 4B of NI 51-102. For an issuer that is not a reporting issuer, references to a “reporting issuer” in section 4A.2, section 4A.3 and Part 4B of NI 51-102 should be read as references to an “issuer.” Additional guidance may be found in the companion policy to NI 51-102.”

3. *These amendments come into force on December 31, 2007.*

Amendments to Form 45-106F3 Offering Memorandum for Qualifying Issuers of National Instrument 45-106 Prospectus and Registration Exemptions

1. This Instrument amends Form 45-106F3 Offering Memorandum for Qualifying Issuers.

2. Form 45-106F3 Offering Memorandum for Qualifying Issuers is amended by,

(a) adding the following after item A.11 under the heading “Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers”

12. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. If an extract of FOFI, as defined in National Instrument 51-102 *Continuous Disclosure Obligations*, is disseminated, the extract or summary must be reasonable and balanced and must have a cautionary note in boldface stating that the information presented is not complete and that complete FOFI is included in the offering memorandum., ***and***

(b) striking out “Refer to National Policy 48 Future Oriented Financial Information if future oriented financial information is included in the offering memorandum.” in item B.2 under the heading “Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers” and substituting “Forward-looking information included in an offering memorandum must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook, each as defined in NI 51-102, included in an offering memorandum must comply with Part 4B of NI 51-102. Additional guidance may be found in the companion policy to NI 51-102.

3. These amendments come into force on December 31, 2007.