

Annex B

Proposed Changes to

Companion Policy 45-102 to National Instrument 45-102 *Resale of Securities*

1. *Companion Policy 45-102CP to National Instrument 45-102 Resale of Securities is changed by this Document.*

2. *The title of the Companion Policy is simplified to read as follows:*

COMPANION POLICY 45-102 RESALE OF SECURITIES

3. *Subsection 1.2(3) is changed by replacing, in the second and third sentences, the words “section 2.14” with the words “section 2.14.1”.*

4. *Section 1.9 is changed by replacing the words “, and 2.8(2)” with the words “, 2.8(2), 2.14.1(1) and 2.14.1(2)”.*

5. *Section 1.15 is changed by replacing it with the following:*

1.15 Resales of Securities of a Non-Reporting Foreign Issuer

(1) The purpose of the exemptions in subsections 2.14.1(1) and (2) is to permit the resale of securities of foreign issuers in *bona fide* trades outside of Canada. These exemptions are each subject to a condition that the trade is made through an exchange or market outside of Canada, or to a person or company outside of Canada. In our view, a trade that is pre-arranged with a buyer that is a resident of Canada but settled on an exchange or market outside of Canada would not be a trade made through an exchange for the purposes of subparagraphs 2.14.1(1)(c)(i) or 2.14.1(2)(d)(i).

(2) There is no requirement to place a legend on the securities in order to rely on the exemption in section 2.14.1 of NI 45-102.

6. *Section 1.16 is changed by deleting the words “in the jurisdiction of the issuer’s principal regulator under National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions”.*

7. These changes become effective on ****.