

Annex A

Proposed Amendments to National Instrument 41-101 *General Prospectus Requirements*

1. *National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.*
2. *Subsection 2.3(1) is amended by adding “, other than an investment fund,” after “An issuer”.*
3. *Subsection 2.3(1.1) is amended by adding “, other than an investment fund,” after “An issuer”.*
4. *Subsection 2.3 (1.2) is amended by adding “, other than an investment fund,” after “If an issuer”.*
5. *The following Part is added:*

PART 3D: FILING OF ETF FACTS DOCUMENTS WITHOUT A PROSPECTUS

3D.1 Required documents for filing an ETF facts document – An ETF that files an ETF facts document without a preliminary, pro forma or final prospectus must

- (a) file, with an ETF facts document for each class or series of securities of the ETF, the following documents if there is a material change to the ETF in respect of the disclosure in the most recently filed ETF facts document:
 - (i) an amendment to the corresponding prospectus, certified in accordance with Part 5;
 - (ii) a copy of any material contract, and any amendments to a material contract, that have not previously been filed, and
- (b) at the time an ETF facts document for each class or series of securities of the ETF is filed, deliver or send to the securities regulatory authority
 - (i) a copy of the ETF facts document for each class or series of securities of the mutual fund, blacklined to show changes, including the text of deletions, from the most recently filed ETF facts document, and
 - (ii) if there is a material change to the ETF in respect of the disclosure in the most recently filed ETF facts document,
 - (A) if an amendment to the prospectus is filed, a copy of the prospectus blacklined to show changes, including the text of deletions, from the

most recently filed prospectus, and

- (B) details of any changes to the personal information form required to be delivered under subparagraph 9.1(1)(b)(ii), in the form of the personal information form, since the delivery of that information in connection with the filing of the prospectus of the ETF or another ETF managed by the manager..

6. Section 6.1 is amended by adding the following subsection:

(3.1) Despite subsection (1), an amendment to a prospectus of an ETF must be an amended and restated prospectus..

7. Paragraph 10.1(2)(a) is amended by replacing “or the amendment to the final prospectus” with “, the amendment to the final prospectus or the ETF facts document referred to in section 3D.1”.

8. Section 17.2 is amended to add the following subsection:

(1.1) This section does not apply to an ETF..

9. The following sections are added after section 17.2:

17.3 Lapse date of an ETF – (1) This section applies only to an ETF.

- (2) In this section, “lapse date” means, with reference to the distribution of a security that has been qualified under a prospectus, the date that is 24 months after the date of the most recent final prospectus relating to the security.
- (3) An ETF must not continue the distribution of a security to which the prospectus requirement applies after the lapse date unless the ETF files a new prospectus that complies with securities legislation and a receipt for that new prospectus is issued by the regulator or, in Québec, the securities regulatory authority.
- (4) Despite subsection (3), a distribution may be continued for a further 24 months after a lapse date if
 - (a) the ETF files an ETF facts document for each class or series of securities of the ETF no earlier than 13 months and no later than 12 months before the lapse date of the previous prospectus,
 - (b) the ETF delivers a pro forma prospectus not less than 30 days before the lapse date of the previous prospectus,
 - (c) the ETF files a new final prospectus not later than 10 days after the lapse date of the previous prospectus, and

- (d) a receipt for the new final prospectus is issued by the regulator or, in Québec, the securities regulatory authority within 20 days after the lapse date of the previous prospectus.
- (5) The continued distribution of securities after the lapse date does not contravene subsection (3) unless and until any of the conditions of subsection (4) are not complied with.
- (6) Subject to any extension granted under subsection (7), if a condition in subsection (4) is not complied with, a purchaser may cancel a purchase made in a distribution after the lapse date in reliance on subsection (4) within 90 days after the purchaser first became aware of the failure to comply with the condition.
- (7) The regulator or, in Québec, the securities regulatory authority may, on an application of an ETF, extend, subject to such terms and conditions as it may impose, the times provided by subsection (4) where in its opinion it would not be prejudicial to the public interest to do so.

17.4 Lapse date of an ETF – Ontario – In Ontario, the lapse date prescribed by securities legislation for a receipt issued for a prospectus for an ETF is extended to the date 24 months from the date of issuance of the receipt in accordance with section 17.3..

10. This Instrument comes into force on •.