

## Annex D

### Amendments to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*

1. *National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.*
2. *Subsection 2.1 (1) is amended by*
  - (a) *deleting “and” at the end of subparagraph (d)(iii),*
  - (b) *adding “and” at the end of paragraph (e), and*
  - (c) *adding the following paragraph:*
    - (f) that files a fund facts document without a simplified prospectus must file the fund facts document, for each class or series of securities of the mutual fund, prepared in accordance with Form 81-101F3..
3. *Subsection 2.1 (2) is repealed.*
4. *Section 2.3 is amended by adding the following subsection:*
  - (5.2) A mutual fund that files a fund facts document without a preliminary, pro forma or simplified prospectus must
    - (a) file, with that fund facts document, the following documents if there has been a material change to the mutual fund and if that material change relates to information disclosed in the most recently filed fund facts document:
      - (i) an amendment to the corresponding simplified prospectus, certified in accordance with Part 5.1;
      - (ii) a copy of any material contract, and any amendment to a material contract, that have not previously been filed, and
    - (b) at the time that fund facts document is filed, deliver or send to the securities regulatory authority
      - (i) a copy of the fund 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 fund facts document, and

- (ii) if there has been a material change to the mutual fund and if that material change relates to information disclosed in the most recently filed fund facts document, the following documents:
  - (A) if an amendment to the simplified prospectus is filed, a copy of the simplified prospectus blacklined to show changes, including the text of deletions, from the most recently filed simplified prospectus, and
  - (B) details of any changes to the personal information required to be delivered under subparagraph (1) (b) (ii), (2) (b) (iv) or (3) (b) (iii), in the form of the Personal Information Form and Authorization, since the delivery of that information in connection with the filing of the simplified prospectus of the mutual fund or another mutual fund managed by the manager..

5. *Section 2.5 is repealed and replaced with the following:*

**Lapse Date**

**2.5** (1) In this section, “lapse date” means, with reference to the distribution of a security that has been qualified under a simplified prospectus, the date that is 24 months after the date of the previous simplified prospectus relating to the security.

- (2) A mutual fund must not continue the distribution of a security to which the prospectus requirement applies after the lapse date unless the mutual fund files a new simplified prospectus that complies with securities legislation and a receipt for that new simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority.
- (3) Despite subsection (2), a distribution may be continued for a further 24 months after a lapse date if
  - (a) the mutual fund files a fund facts document for each class or series of securities of the mutual fund no earlier than 13 months and no later than 11 months before the lapse date of the previous simplified prospectus,
  - (b) the mutual fund delivers a *pro forma* simplified prospectus not less than 30 days before the lapse date of the previous simplified prospectus,
  - (c) the mutual fund files a new simplified prospectus not later than 10 days after the lapse date of the previous simplified prospectus, and

- (d) a receipt for the new simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority within 20 days after the lapse date of the previous simplified prospectus.
- (4) For greater certainty, the continued distribution of securities after the lapse date does not contravene subsection (2) unless any of the conditions of subsection (3) are not complied with.
- (5) Subject to any applicable extension granted under subsection (6), if a condition in subsection (3) is not complied with, a purchaser may cancel a purchase made in a distribution after the lapse date, in reliance on subsection (3), within 90 days after the purchaser first became aware of the failure to comply with the condition.
- (6) The regulator or, in Québec, the securities regulatory authority may, on an application of a mutual fund, extend, subject to such terms and conditions as it may impose, the times provided by subsection (3) where in its opinion it would not be prejudicial to the public interest to do so..

**6. *The following section is added after section 2.5:***

**Lapse Date – Ontario**

**2.5.1** In Ontario, the lapse date prescribed by securities legislation for a simplified prospectus for a mutual fund is extended to the date that is 24 months after the date of the previous simplified prospectus relating to the mutual fund in accordance with section 2.5..

- 7. *Part A of Form 81-101F1 Contents of Simplified Prospectus is amended in item 4.16 (2) and (3) by replacing “during the most recently completed financial year” with “during each of the two most recently completed financial years”.***
- 8. *Part B of Form 81-101F1 Contents of Simplified Prospectus is amended***
  - (a) *in items 5(7) and 9(8) by replacing “12-month” with “24-month” wherever it appears, and***
  - (b) *in item 6(7) by replacing “in the last year” with “in each of the last two years”.***
- 9. *Part I of Form 81-101F3 Contents of Fund Facts Document is amended in item 1 by adding the following sentences at the end of the paragraph in the Instruction:***

*“The date for a fund facts document filed in accordance with subparagraph 2.3(5.2)(b)(i) of National Instrument 81-101 Mutual Fund Prospectus Disclosure must be the date within 3 business days of filing. The date for a fund facts document filed in accordance with subparagraph 2.3(5.2)(b)(ii) of National Instrument 81-101 Mutual Fund Prospectus Disclosure must be the date of the certificate contained in the related amended simplified prospectus.”.*

## **Transition**

10. (1) Except in Ontario, if a mutual fund has filed a simplified prospectus and a receipt for that simplified prospectus was issued before March 3, 2025,
  - (a) section 2.5 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as enacted by this Instrument, does not apply, and
  - (b) for greater certainty, section 2.5 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as it was in force on March 2, 2025, applies.
- (2) In Ontario, if a mutual fund has filed a simplified prospectus and a receipt for that simplified prospectus was issued before March 3, 2025,
  - (a) sections 2.5 and 2.5.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as enacted by this Instrument, do not apply, and
  - (b) for greater certainty, the lapse date prescribed by securities legislation in Ontario for a simplified prospectus for a mutual fund, as that legislation was in force on March 2, 2025, applies.

## **Effective Date**

11. (1) This Instrument comes into force on March 3, 2025.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after March 3, 2025, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.