

Annex D2

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

1. *National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.*
2. *Section 1.1 is amended by adding the following definition:*

“Form 51-102F6V” means Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* of NI 51-102;.
3. *Subsection 1.9(4) of Form 41-101F1 is amended by adding “(” after “the United States of America” and by adding “)” after “PLUS Markets Group plc.”.*
4. *Subsections 5.1(2) and (3) of Form 41-101F1 are amended by adding “, if the issuer is a venture issuer or an IPO venture issuer, the two most recently completed financial years, or” after “within the three most recently completed financial years or”.*
5. *The heading of section 5.2 of Form 41-101F1 is amended by replacing “Three-year history” with “History”.*
6. *Subsection 5.2(1) of Form 41-101F1 is amended by adding “or, if the issuer is a venture issuer or an IPO venture issuer, the last two completed financial years,” after “over the last three completed financial years”.*
7. *Section 8.2 of Form 41-101F1 is amended by adding the following guidance after subsection (3):*

GUIDANCE

Under section 2.2.1 of Form 51-102F1, for financial years beginning on or after July 1, 2015, venture issuers, or IPO venture issuers, have the option of meeting the requirement to provide interim MD&A under section 2.2 of Form 51-102F1 by providing quarterly highlights disclosure..

8. *Paragraph 8.6(3)(b) of Form 41-101F1 is amended by adding “if the issuer is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1,” before “the most recent year-to-date”.*
9. *Paragraph 8.8(2)(b) of Form 41-101F1 is amended by adding “if the issuer is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1,” before “the most recent year-to-date”.*

10. ***Section 17.1 of Form 41-101F1 is amended by adding “or, if the issuer is a venture issuer or an IPO venture issuer, in accordance with Form 51-102F6 or Form 51-102F6V” after “in accordance with Form 51-102F6”.***
11. ***Section 20.11 of Form 41-101F1 is amended by adding “)” after “the United States of America” and adding “)” after “PLUS Markets Group plc.”.***
12. ***Subsection 32.4(1) of Form 41-101F1 is amended by replacing paragraph (a) with the following:***
 - (a) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, if the issuer is
 - (i) an IPO venture issuer, or
 - (ii) a reporting issuer in at least one jurisdiction immediately before filing the prospectus,.
13. This Instrument comes into force on June 30, 2015.