

Schedule D-2

Proposed Amendments to Companion Policy 44-101CP to National Instrument 44-101 Short Form Prospectus Distributions

1. *Companion Policy 44-101CP to National Instrument 44-101 Short Form Prospectus Distributions is amended.*
2. *Part 1 is amended by adding the following after subsection 1.7(5):*
 - 1.8 **Bought deal provisions** - Issuers and investment dealers relying on the bought deal provisions in Part 7 of NI 44-101 should refer to the guidance in Part 6 of the Companion Policy to NI 44-101.
3. *Section 3.6 is amended*
 - (a) *in the heading, by adding “or Term Sheets” after “Reports”, and*
 - (b) *by adding the words “or a subsequently filed term sheet” after “a subsequently filed material change report”.*
4. *These amendments become effective on ●.*