

Appendix F

Proposed Amendment Instrument for National Instrument 44-102 *Shelf Distributions*

Although this amendment instrument amends section headers in National Instrument 44-102, section headers do not form part of the instrument and are inserted for ease of reference only.

1. *National Instrument 44-102 Shelf Distributions is amended by this instrument.*
2. *Subsection 6.2(4) is amended by*
 - (a) *striking out “Acceptable Accounting Principles, Auditing Standards and Reporting Currency”, and*
 - (b) *repealing paragraph (a) and substituting the following:*
 - (a) U.S. AICPA GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the American Institute of Certified Public Accountants,
 - (a.1) U.S. PCAOB GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the Public Company Accounting Oversight Board (United States of America),
3. *Paragraph 8.4(a) is amended by striking out “interim” and substituting “an interim financial report”.*
4. *Part 12 is amended by adding the following after section 12.1:*

12.2 Transition — Despite section 12.1, the amendments to this Instrument which came into force on January 1, 2011 only apply to a base shelf prospectus, amendments to a base shelf prospectus or a shelf prospectus supplement of an issuer which includes or incorporates by reference financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.
5. *This instrument only applies to a base shelf prospectus, amendments to a base shelf prospectus or a shelf prospectus supplement of an issuer which includes or incorporates by reference financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.*
6. *This instrument comes into force on January 1, 2011.*

Appendix G

Additional Information Required in Ontario

Authority for Amendments - Ontario

In Ontario, the following provisions of the *Securities Act* (the Act) provide the Ontario Securities Commission (the OSC) with the authority to make the amendments:

- Paragraph 13 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating trading or advising in securities to prevent trading or advising that is fraudulent, manipulative, deceptive or unfairly detrimental to investors.
- Paragraph 15 of subsection 143(1) of the Act, which authorizes the OSC to make rules prescribing categories or subcategories of issuers for purposes of the prospectus requirements under the Act, the regulations and the rules and classifying issuers into categories or subcategories.
- Paragraph 16 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating in respect of, or varying the Act to facilitate, expedite or regulate in respect of, the distribution of securities, or the issuing of receipts.
- Paragraph 16.1 of subsection 143(1) of the Act, which authorizes the OSC to make rules prescribing requirements for the certification of prospectuses by persons and companies.
- Paragraph 20 of subsection 143(1) of the Act, which authorizes the OSC to make rules providing for exemptions from the prospectus requirements under the Act and for the removal of exemptions from those requirements.
- Paragraph 31 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating investment funds and the distribution and trading of the securities of investment funds.
- Paragraph 34 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating commodity pools.
- Paragraph 35 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating or varying this Act in respect of derivatives.
- Paragraph 37 of subsection 143(1) of the Act, which authorizes the OSC to make rules regulating labour sponsored investment fund corporations registered under Part III (Labour Sponsored Investment Fund Corporations) of the *Community Small Business Investment Funds Act*, and the distribution and trading of the securities of the corporations and varying the Act in respect of the corporations and requiring or prohibiting the use of particular forms or types of offering documents in respect of the securities of the corporation and prescribing disclosure requirements for or in respect of the securities of the corporations.

- Paragraph 39 of subsection 143(1) of the Act, which authorizes the OSC to make rules requiring or respecting the media, format, preparation, form, content, execution, certification, dissemination and other use, filing and review of all documents required under or governed by the Act, the regulations or the rules and all documents determined by the regulations or the rules to be ancillary to the documents.
- Paragraph 53 of subsection 143(1) of the Act, which authorizes the OSC to provide for exemptions from or varying the requirements of section 62, 65 or 71 of the Act.
- Paragraph 56 of subsection 143(1) of the Act, which authorizes the OSC to make rules providing for exemptions from or varying any or all time periods in the Act.