

APPENDIX F

Schedule 2

AMENDMENTS TO COMPANION POLICY 44-103CP TO NATIONAL INSTRUMENT 44-103 *POST-RECEIPT PRICING*

Companion Policy 44-103CP to National Instrument 44-103 *Post-Receipt Pricing* is amended as follows:

1. **Companion Policy 44-103CP to National Instrument 44-103 *Post-Receipt Pricing* is amended by striking out “security holder” wherever it occurs and substituting “securityholder”.**
2. **Section 1.3 is amended**
 - (a) **by repealing subsection (2) and substituting the following:**

“(2) A distribution under a short form prospectus using the PREP procedures is subject to all the requirements of National Instrument 44-101 *Short Form Prospectus Distributions*, some of the requirements of National Instrument 41-101 *General Prospectus Requirements* and other provisions of securities legislation, as supplemented or varied by the Instrument and the implementing law of the jurisdiction. Reference is made to Part 1 of the Companion Policy to NI 44-101 for a discussion of the relationship between NI 44-101 and various other pieces of securities legislation and section 1.2 of the Companion Policy to NI 41-101 for a discussion of the relationship between NI 41-101 and various other pieces of securities legislation.”; **and**
 - (b) **by repealing subsection (3) and substituting the following:**

“(3) Similarly, a distribution using the PREP procedures not made under a short form prospectus is subject to securities legislation, as supplemented or varied by the Instrument and the implementing law of the jurisdiction, including NI 41-101.”.
3. **Subsection 2.1(1) is repealed and the following is substituted:**

“(1) Section 4.4 of the Instrument provides that the size of an offering may be increased or decreased by up to 20% between the filing of the prospectus and the filing of the supplemented PREP prospectus. The section further provides that, in cases where such a change in the size of the offering constitutes a material change, the requirement in Part 6 of NI 41-101 or other securities legislation to file an amendment if a material change occurs may be satisfied by filing the supplemented PREP prospectus. The form of certificates required in the supplemented PREP prospectus are those set out in subsection 4.5(2) of the Instrument. For changes in the size of the offering by more than 20% that constitute a material change, this flexibility in filing of the amendment is not available.”.
4. **Section 3.4 is amended by adding “Part 6 of NI 41-101 or other” before “securities legislation”.**
5. **Section 3.5 is repealed.**