

## APPENDIX F

### Schedule 1

#### Amendments to National Instrument 44-103 *Post-Receipt Pricing*

**1.1 National Instrument 44-103 *Post-Receipt Pricing* is amended by this Instrument.**

**1.2 The following definition is added after “base PREP prospectus”:**

“NI 41-101” means National Instrument 41-101 *General Prospectus Requirements*;

“NI 44-101” means National Instrument 44-101 *Short Form Prospectus Distributions*;

**1.3 Section 1.1(2) is amended by adding “NI 41-101 and” before “NI 44-101” wherever it occurs.**

**1.4 Section 3.2(1) is amended**

(a) **by repealing paragraph 7. and substituting the following:**

7. An issuer certificate form stating:

“The [insert, if applicable, “short form”] prospectus, together with the documents and information incorporated herein by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute, full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified].”

(b) **by repealing paragraph 8. and substituting the following:**

8. An underwriter certificate form stating:

“To the best of our knowledge, information and belief, this [insert, if applicable “short form”] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified].”

**(c) by repealing paragraph 9.**

**1.5 Section 4.1 is amended by striking out** “and, in Quebec, to contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.”

**1.6 Section 4.5 (2) is amended**

**(a) by repealing paragraph 3. and substituting the following:**

3. Instead of the issuer certificate form required under paragraph 7. of subsection 3.2(1), an issuer certificate form stating:

“This [insert, if applicable, “short form”] prospectus [insert in the case of a short form prospectus distribution - “, together with the documents incorporated herein by reference”] constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified].”

**(b) by repealing paragraph 4. and substituting the following:**

4. Instead of the underwriter certificate form required under paragraph 8. of subsection 3.2(1), an underwriter certificate form stating:

“To the best of our knowledge, information and belief, this [insert, if applicable, “short form”] prospectus [insert in the case of a short form prospectus distribution - “, together with the documents incorporated herein by reference,”] constitutes full, true and plain disclosure of all material facts relating to securities offered by this prospectus as required

under the securities legislation of [insert name of each jurisdiction in which qualified].”

(c) **by repealing paragraph 5.**

**1.7 Section 6.1 is amended by adding the following after subsection (2):**

(2.1) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction.

**1.8 Section 6.2(2) is repealed and the following is substituted:**

(2) The issuance of a receipt for a base PREP prospectus or an amendment to a base PREP prospectus is not evidence that the exemption is being granted unless

- (a) the person or company that sought the exemption sent to the regulator
  - (i) the letter or memorandum referred to in subsection 6.1(3), on or before the date of the filing of the preliminary short form prospectus, or
  - (ii) the letter or memorandum referred to in subsection 6.1(3) after the date of the filing of the preliminary short form prospectus and received a written acknowledgement from the regulator that the exemption may be evidenced in the manner set out in subsection (1), and
- (b) the regulator has not before, or concurrently with, the issuance of the receipt sent notice to the person or company that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).

**1.9 Section 7.1 is repealed.**

**1.10 This Instrument comes into force on ... .**

