

Annex C

Amendments to

National Instrument 45-106 Prospectus Exemptions

- 1. *National Instrument 45-106 Prospectus Exemptions is amended by this Instrument.***
- 2. *Section 2.22 is amended in paragraph (a) of the definition of “listed issuer” by adding the following subparagraph:***
 - (ii.1) Aequitas NEO Exchange Inc.,.
- 3. This Instrument comes into force on November 17, 2015.**