

This is an unofficial consolidation of National Instrument 44-101 *Short Form Prospectus Distributions* reflecting amendments made effective January 1, 2011 in connection with Canada's changeover to IFRS. The amendments apply to a prospectus that includes financial statements for periods relating to financial years beginning *on or after* January 1, 2011. This document is for reference purposes only and is not an official statement of the law.

National Instrument 44-101
Short Form Prospectus Distributions

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National Instrument 44-101
Short Form Prospectus Distributions

PART 1 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions - In this Instrument

“AIF” has the same meaning as in NI 51-102 for a reporting issuer other than an investment fund, and for an investment fund means an annual information form as such term is used in NI 81-106;

“applicable CD rule” means, for a reporting issuer other than an investment fund, NI 51-102 and, for an investment fund, NI 81-106;

“approved rating” means, for a security, a rating at or above one of the following rating categories issued by an approved rating organization for the security or a rating category that replaces a category listed below:

Approved Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
DBRS Limited	BBB	R-2	Pfd-3
Fitch Ratings Ltd.	BBB	F3	BBB
Moody’s Investors Service	Baa	Prime-3	“baaa”
Standard & Poor’s	BBB	A-3	P-3

“cash equivalent” means an evidence of indebtedness that has a remaining term to maturity of 365 days or less and that is issued, or fully and unconditionally guaranteed as to principal and interest, by

- (a) the government of Canada or the government of a jurisdiction of Canada,
- (b) the government of the United States of America, the government of one of the states of the United States of America, the government of another sovereign state or a permitted supranational agency, if, in each case, the evidence of indebtedness has an approved rating, or
- (c) a Canadian financial institution, or other entity that is regulated as a banking institution, loan corporation, trust company, or insurance company or credit union by the government, or an agency of the government, of the country under whose laws the entity is incorporated or organized or a political subdivision of that country, if, in either case, the Canadian financial institution or other entity has outstanding short term debt securities that have received an approved rating from any approved rating organization;

“cash settled derivative” means a derivative, the terms of which provide for settlement only by means of cash or cash equivalent the amount of which is determinable by reference to the underlying interest of the derivative;

“current AIF” means,

- (a) if the issuer has filed an AIF for its most recently completed financial year, that AIF, or
- (b) the issuer’s AIF filed for the financial year immediately preceding its most recently completed financial year if
 - (i) the issuer has not filed an AIF for its most recently completed financial year, and

- (ii) the issuer is not yet required under the applicable CD rule to have filed its annual financial statements for its most recently completed financial year,

“current annual financial statements” means,

- (a) if the issuer has filed its comparative annual financial statements in accordance with the applicable CD rule for its most recently completed financial year, those financial statements together with the auditor’s report accompanying the financial statements and, if there has been a change of auditors since the comparative period, an auditor’s report on the financial statements for the comparative period, or
- (b) the issuer’s comparative annual financial statements filed for the financial year immediately preceding its most recently completed financial year, together with the auditor’s report accompanying the financial statements and, if there has been a change of auditors since the comparative period, an auditor’s report on the financial statements for the comparative period if
 - (i) the issuer has not filed its comparative annual financial statements for its most recently completed financial year, and
 - (ii) the issuer is not yet required under the applicable CD rule to have filed its annual financial statements for its most recently completed financial year;

“material change report” means, for a reporting issuer other than an investment fund, a completed Form 51-102F3, and for an investment fund, a completed Form 51-102F3 *Material Change Report* of NI 51-102 adjusted as directed by NI 81-106;

“MD&A” has the same meaning as in NI 51-102 in relation to a reporting issuer other than an investment fund, and in relation to an investment fund means an annual or interim management report of fund performance as defined in NI 81-106;

“NI 13-101” means National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*;

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

“permitted supranational agency” means the International Bank for Reconstruction and Development, the International Finance Corporation, the Inter-American Development Bank, the Asian Development Bank, the Caribbean Development Bank, the European Bank for Reconstruction and Development, the African Development Bank and any person or company prescribed under paragraph (g) of the definition of “foreign property” in subsection 206(1) of the ITA;

“short form eligible exchange” means each of the Toronto Stock Exchange, Tier 1 and Tier 2 of the TSX Venture Exchange and the Canadian National Stock Exchange;

“successor issuer” means an issuer existing as a result of a restructuring transaction, other than, in the case where the restructuring transaction involved a divestiture of a portion of an issuer’s business, an issuer that succeeded to or otherwise acquired the portion of the business divested;

“underlying interest” means, for a derivative, the security, commodity, financial instrument, currency, interest rate, foreign exchange rate, economic indicator, index, basket, agreement, benchmark or any other reference, interest or variable, and, if applicable, the relationship between any of the foregoing, from, to or

on which the market price, value or any payment obligation of the derivative is derived, referenced or based; and

“U.S. credit supporter” means a credit supporter that

- (a) is incorporated or organized under the laws of the United States of America or any state or territory of the United States of America or the District of Columbia,
- (b) either
 - (i) has a class of securities registered under section 12(b) or section 12(g) of the 1934 Act, or
 - (ii) is required to file reports under section 15(d) of the 1934 Act,
- (c) has filed with the SEC all 1934 Act filings for a period of 12 calendar months immediately before the filing of the preliminary short form prospectus,
- (d) is not registered or required to be registered as an investment company under the *Investment Company Act of 1940* of the United States of America, and
- (e) is not a commodity pool issuer as defined in National Instrument 71-101 *The Multijurisdictional Disclosure System*.

1.1.1 Definitions in NI 41-101 – Every term that is defined or interpreted in NI 41-101, the definition or interpretation of which is not restricted to a specific portion of NI 41-101, has, if used in this Instrument, the meaning ascribed to it in NI 41-101, unless otherwise defined or interpreted in this Instrument.

1.2 References to Information Included in a Document - References in this Instrument to information included in a document refer to both information contained directly in the document and information incorporated by reference in the document.

1.3 References to Information to be Included in a Document - Provisions of this Instrument that require an issuer to include information in a document require an issuer either to insert the information directly in the document or to incorporate the information in the document by reference.

1.4 Interpretation of “short form prospectus” - In this Instrument, other than in Parts 4 through 8 or unless otherwise stated, a reference to a short form prospectus includes a preliminary short form prospectus.

1.5 [Repealed]

PART 2 QUALIFICATION TO FILE A PROSPECTUS IN THE FORM OF A SHORT FORM PROSPECTUS

2.1 Short Form Prospectus

- (1) An issuer shall not file a prospectus in the form of Form 44-101F1 of this Instrument unless the issuer is qualified under any of sections 2.2 through 2.6 to file a prospectus in the form of a short form prospectus.
- (2) An issuer that is qualified under any of sections 2.2 through 2.6 to file a prospectus in the form of a short form prospectus for a distribution may file, for that distribution,

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- (a) a preliminary prospectus, prepared and certified in the form of Form 44-101F1; and
- (b) a prospectus, prepared and certified in the form of Form 44-101F1.

2.2 Basic Qualification Criteria - An issuer is qualified to file a prospectus in the form of a short form prospectus for a distribution of any of its securities in the local jurisdiction, if the following criteria are satisfied:

- (a) the issuer is an electronic filer under NI 13-101;
- (b) the issuer is a reporting issuer in at least one jurisdiction of Canada;
- (c) the issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction
 - (i) under applicable securities legislation,
 - (ii) pursuant to an order issued by the securities regulatory authority, or
 - (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the issuer has, in at least one jurisdiction in which it is a reporting issuer,
 - (i) current annual financial statements, and
 - (ii) a current AIF;
- (e) the issuer's equity securities are listed and posted for trading on a short form eligible exchange and the issuer is not an issuer
 - (i) whose operations have ceased, or
 - (ii) whose principal asset is cash, cash equivalents, or its exchange listing.

2.3 Alternative Qualification Criteria for Issuers of Approved Rating Non-Convertible Securities

- (1) An issuer is qualified to file a prospectus in the form of a short form prospectus for a distribution of non-convertible securities in the local jurisdiction, if the following criteria are satisfied:
 - (a) the issuer is an electronic filer under NI 13-101;
 - (b) the issuer is a reporting issuer in at least one jurisdiction of Canada;
 - (c) the issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction
 - (i) under applicable securities legislation,
 - (ii) pursuant to an order issued by the securities regulatory authority, or

- (iii) pursuant to an undertaking to the securities regulatory authority;
- (d) the issuer has, in at least one jurisdiction in which it is a reporting issuer,
 - (i) current annual financial statements, and
 - (ii) a current AIF;
- (e) the securities to be distributed
 - (i) have received an approved rating on a provisional basis,
 - (ii) are not the subject of an announcement by an approved rating organization, of which the issuer is or ought reasonably to be aware, that the approved rating given by the organization may be down-graded to a rating category that would not be an approved rating, and
 - (iii) have not received a provisional or final rating lower than an approved rating from any approved rating organization.
- (2) Paragraph (1)(e) does not apply to an issuer filing a short form prospectus that is a base shelf prospectus under NI 44-102.

2.4 Alternative Qualification Criteria for Issuers of Guaranteed Non-Convertible Debt Securities, Preferred Shares and Cash Settled Derivatives

- (1) An issuer is qualified to file a prospectus in the form of a short form prospectus for a distribution of non-convertible debt securities, non-convertible preferred shares or non-convertible cash settled derivatives in the local jurisdiction, if the following criteria are satisfied:
 - (a) a credit supporter has provided full and unconditional credit support for the securities being distributed,
 - (b) at least one of the following is true:
 - (i) the credit supporter satisfies the criteria in paragraphs 2.2(a), (b), (c) and (d) if the word “issuer” is replaced with “credit supporter” wherever it occurs;
 - (ii) the credit supporter is a U.S. credit supporter and the issuer is incorporated or organized under the laws of Canada or a jurisdiction of Canada;
 - (c) unless the credit supporter satisfies the criteria in paragraph 2.2(e) if the word “issuer” is replaced with “credit supporter” wherever it occurs, at the time the preliminary short form prospectus is filed
 - (i) the credit supporter has outstanding non-convertible securities that
 - (A) have received an approved rating,
 - (B) have not been the subject of an announcement by an approved rating organization, of which the issuer is or ought reasonably to be aware, that the approved rating given by the organization may be down-graded to a

rating category that would not be an approved rating, and

- (C) have not received a rating lower than an approved rating from any approved rating organization, and
- (ii) the securities to be issued by the issuer
 - (A) have received an approved rating on a provisional basis,
 - (B) have not been the subject of an announcement by an approved rating organization, of which the issuer is or ought reasonably to be aware, that the approved rating given by the organization may be down-graded to a rating category that would not be an approved rating, and
 - (C) have not received a provisional or final rating lower than an approved rating from any approved rating organization.
- (2) Subparagraph (1)(c)(ii) does not apply to an issuer filing a short form prospectus that is a base shelf prospectus under NI 44-102.

2.5 Alternative Qualification Criteria for Issuers of Guaranteed Convertible Debt Securities or Preferred Shares - An issuer is qualified to file a prospectus in the form of a short form prospectus for a distribution of convertible debt securities or convertible preferred shares in the local jurisdiction, if the following criteria are satisfied:

- (a) the debt securities or the preferred shares are convertible into securities of a credit supporter that has provided full and unconditional credit support for the securities being distributed;
- (b) the credit supporter satisfies the criteria in section 2.2 if the word “issuer” is replaced with “credit supporter” wherever it occurs.

2.6 Alternative Qualification Criteria for Issuers of Asset-Backed Securities

- (1) An issuer established in connection with a distribution of asset-backed securities is qualified to file a prospectus in the form of a short form prospectus for a distribution of asset-backed securities in the local jurisdiction, if the following criteria are satisfied:
 - (a) the issuer is an electronic filer under NI 13-101;
 - (b) the issuer has, in at least one jurisdiction of Canada,
 - (i) current annual financial statements, and
 - (ii) a current AIF;
 - (c) the asset-backed securities to be distributed
 - (i) have received an approved rating on a provisional basis,
 - (ii) have not been the subject of an announcement by an approved rating organization, of which the issuer is or ought reasonably to be aware, that the approved rating

given by the organization may be down-graded to a rating category that would not be an approved rating, and

- (iii) have not received a provisional or final rating lower than an approved rating from any approved rating organization.
- (2) Paragraph (1)(c) does not apply to an issuer filing a short form prospectus that is a base shelf prospectus under NI 44-102.

2.7 Exemptions for New Reporting Issuers and Successor Issuers

- (1) Paragraph 2.2(d), paragraph 2.3(1)(d) and paragraph 2.6(1)(b) do not apply to an issuer if
 - (a) the issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the issuer has not yet been required under the applicable CD rule to file annual financial statements, and
 - (b) unless the issuer is seeking qualification under section 2.6, the issuer has filed and obtained a receipt for a final prospectus that included the issuer's or each predecessor entity's comparative annual financial statements for its most recently completed financial year or the financial year immediately preceding its most recently completed financial year, together with the auditor's report accompanying those financial statements and, if there has been a change of auditors since the comparative period, an auditor's report on the financial statements for the comparative period.
- (2) Paragraph 2.2(d), paragraph 2.3(1)(d) and paragraph 2.6(1)(b) do not apply to a successor issuer if
 - (a) the successor issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the successor issuer has not yet, since the completion of the restructuring transaction which resulted in the successor issuer, been required under the applicable CD rule to file annual financial statements, and
 - (b) an information circular relating to the restructuring transaction that resulted in the successor issuer was filed by the successor issuer or an issuer that was a party to the restructuring transaction, and such information circular
 - (i) complied with applicable securities legislation, and
 - (ii) included disclosure in accordance with section 14.2 or 14.5 of Form 51-102F5 for the successor issuer.

2.8 Notice of Intention and Transition

- (1) An issuer is not qualified to file a short form prospectus under this Part unless it has filed a notice declaring its intention to be qualified to file a short form prospectus at least 10 business days prior to the issuer filing its first preliminary short form prospectus after the notice
 - (a) with its notice regulator, and
 - (b) in substantially the form of Appendix A.

- (2) The notice under subsection (1) is effective until withdrawn.
- (3) For the purposes of subsection (1), “notice regulator” means, as determined on the date the notice is filed, the securities regulatory authority or regulator of the jurisdiction of Canada
 - (a) in which the issuer’s head office is located, if the issuer is not an investment fund and the issuer is a reporting issuer in that jurisdiction,
 - (b) in which the investment fund manager’s head office is located, if the issuer is an investment fund and the issuer is a reporting issuer in that jurisdiction, or
 - (c) with which the issuer has determined that it has the most significant connection, if paragraphs (a) and (b) do not apply to the issuer.
- (4) For the purposes of this section, if, on December 29, 2005, an issuer had a current AIF under National Instrument 44-101 *Short Form Prospectus Distributions* that was in force on December 29, 2005, the issuer is deemed to have filed a notice on December 14, 2005 declaring its intention to be qualified to file a short form prospectus.
- (5) For the purposes of this Part, if, on December 29, 2005, an issuer or a credit supporter had an annual information form in Form 44-101F1 *AIF*, prior to its repeal on May 18, 2005, that was a current AIF under National Instrument 44-101 *Short Form Prospectus Distributions* that was in force on December 29, 2005, the issuer or credit supporter is deemed to have a current AIF under this Part until the date it is first required under the applicable CD rule to file its annual financial statements.

PART 3 DEEMED INCORPORATION BY REFERENCE

- 3.1 Deemed Incorporation by Reference of Filed Documents** - If an issuer does not incorporate by reference in its short form prospectus a document required to be incorporated by reference under section 11.1 or 12.1 of Form 44-101F1, the document is deemed for purposes of securities legislation to be incorporated by reference in the issuer’s short form prospectus as of the date of the short form prospectus to the extent not otherwise modified or superseded by a statement contained in the short form prospectus or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in the short form prospectus.
- 3.2 Deemed Incorporation by Reference of Subsequently Filed Documents** - If an issuer does not incorporate by reference in its short form prospectus a subsequently filed document required to be incorporated by reference under section 11.2 or 12.1 of Form 44-101F1, the document is deemed for purposes of securities legislation to be incorporated by reference in the issuer’s short form prospectus as of the date the issuer filed the document to the extent not otherwise modified or superseded by a statement contained in the short form prospectus or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in the short form prospectus.
- 3.3 Incorporation by Reference** - A document deemed by this Instrument to be incorporated by reference in another document is deemed for purposes of securities legislation to be incorporated by reference in the other document.

PART 4 FILING REQUIREMENTS FOR A SHORT FORM PROSPECTUS

- 4.1 Required Documents for Filing a Preliminary Short Form Prospectus** - An issuer that files a preliminary short form prospectus shall

- (a) file the following with the preliminary short form prospectus:
 - (i) **Signed Copy** - a signed copy of the preliminary short form prospectus;
 - (ii) **Qualification Certificate** - a certificate, dated as of the date of the preliminary short form prospectus, executed on behalf of the issuer by one of its executive officers
 - (A) specifying which of the qualification criteria set out in Part 2 the issuer is relying on in order to be qualified to file a prospectus in the form of a short form prospectus, and
 - (B) certifying that
 - (I) all of those qualification criteria have been satisfied, and
 - (II) all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus;
 - (iii) **Material Incorporated by Reference** - copies of all material incorporated by reference in the preliminary short form prospectus and not previously filed;
 - (iv) **Documents Affecting the Rights of Securityholders** – a copy of any document required to be filed under subsection 12.1(1) of NI 51-102 or section 16.4 of NI 81-106, as applicable, that relates to the securities being distributed, and that has not previously been filed;
 - (iv.1) **Material Contracts** – a copy of any material contract required to be filed under section 12.2 of NI 51-102 or section 16.4 of NI 81-106 that has not previously been filed;
 - (v) **Mining Reports** - if the issuer has a mineral project, the technical reports required to be filed with a preliminary short form prospectus under NI 43-101;
 - (vi) **Reports and Valuations** - a copy of each report or valuation referred to in the preliminary short form prospectus for which a consent is required to be filed under section 10.1 of NI 41-101 and that has not previously been filed, other than a technical report that
 - (A) deals with a mineral project or oil and gas activities, and
 - (B) is not otherwise required to be filed under paragraph (v); and
- (b) deliver to the regulator, concurrently with the filing of the preliminary short form prospectus, the following:
 - (i) **Personal Information Form and Authorization to Collect, Use and Disclose Personal Information** – a completed Appendix A to NI 41-101 for,
 - (A) each director and executive officer of an issuer;

- (B) if the issuer is an investment fund, each director and executive officer of the manager of the issuer;
 - (C) each promoter of the issuer; and
 - (D) if the promoter is not an individual, each director and executive officer of the promoter,
for whom the issuer has not previously filed or delivered,
 - (E) a completed personal information form and authorization in the form set out in Appendix A of NI 41-101,
 - (F) before March 17, 2008, a completed authorization in
 - (I) the form set out in Appendix B to this Instrument,
 - (II) the form set out in Ontario Form 41-501F2 *Authorization of Indirect Collection of Personal Information*, or
 - (III) the form set out in Appendix A of Québec Regulation Q-28 *Respecting General Prospectus Requirements*, or
 - (G) before March 17, 2008, a completed personal information form or authorization in a form substantially similar to a personal information form or authorization in clause (E) or (F), as permitted under securities legislation; and
- (ii) **Auditor's Comfort Letter Regarding Audited Financial Statements** – if a financial statement of an issuer or a business included in, or incorporated by reference into, a preliminary short form prospectus is accompanied by an unsigned auditor's report, a signed letter addressed to the regulator from the auditor of the issuer or of the business, as applicable, prepared in accordance with the form suggested for this circumstance in the Handbook.

4.2 Required Documents for Filing a Short Form Prospectus - An issuer that files a short form prospectus shall

- (a) file the following with the short form prospectus:
 - (i) **Signed Copy** - a signed copy of the short form prospectus;
 - (ii) **Material Incorporated by Reference** - copies of all material incorporated by reference in the short form prospectus and not previously filed;
 - (iii) **Documents Affecting the Rights of Securityholders** – a copy of any document described under subparagraph 4.1(a)(iv) that has not previously been filed;
 - (iii.1) **Material Contracts** – a copy of any material contract described under subparagraph 4.1(a)(iv.1) that has not previously been filed;
 - (iv) **Other Reports and Valuations** - a copy of any report or valuation referred to in the short form prospectus, for which a consent is required to be filed under section

10.1 of NI 41-101 and that has not previously been filed, other than a technical report that

- (A) deals with a mineral project or oil and gas activities of the issuer, and
 - (B) is not otherwise required to be filed under subparagraph 4.1(a)(v) or (vi);
- (v) **Issuer's Submission to Jurisdiction** - a submission to jurisdiction and appointment of agent for service of process of the issuer in the form set out in Appendix B of NI 41-101, if an issuer is incorporated or organized in a foreign jurisdiction and does not have an office in Canada;
- (vi) **Non-Issuer's Submission to Jurisdiction** - a submission to jurisdiction and appointment of agent for service of process of
- (A) each selling securityholder, and
 - (B) each person or company required to provide a certificate under Part 5 of NI 41-101 or other securities legislation, other than an issuer,
- in the form set out in Appendix C of NI 41-101, if the person or company is incorporated or organized under a foreign jurisdiction and does not have an office in Canada or is an individual who resides outside of Canada;
- (vii) **Expert's Consents** - the consents required to be filed under section 10.1 of NI 41-101;
- (viii) **Credit Supporter's Consent** - the written consent of the credit supporter to the inclusion of its financial statements in the short form prospectus, if financial statements of a credit supporter are required under section 12.1 of Form 44-101F1 to be included in a short form prospectus and a certificate of the credit supporter is not required under section 5.12 of NI 41-101 to be included in the short form prospectus;
- (ix) **Undertaking in Respect of Credit Supporter Disclosure** – an undertaking of the issuer to file the periodic and timely disclosure of a credit supporter similar to the disclosure provided under section 12.1 of Form 44-101F1, for so long as the securities being distributed are issued and outstanding;
- (x) **Undertaking to File Documents and Material Contracts** – if a document referred to in subparagraph (iii) or (iii.1) has not been executed or become effective before the filing of the final short form prospectus but will be executed or become effective on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the short form prospectus, an undertaking of the issuer to the securities regulatory authority to file the document promptly and in any event within seven days after the completion of the distribution; and
- (xi) **Undertaking in Respect of Restricted Securities** – for distributions of non-voting securities an undertaking of the issuer to give notice to holders of non-voting securities of a meeting of securityholders if a notice of such meeting is given to its registered holders of voting securities; and
- (b) deliver the following to the regulator, no later than the filing of the short form prospectus,

- (i) a copy of the short form prospectus, blacklined to show changes from the preliminary short form prospectus, and
- (ii) if the issuer has made an application to list the securities being distributed on an exchange in Canada, a copy of a communication in writing from the exchange stating that the application for listing has been made and has been accepted subject to the issuer meeting the requirements for listing of the exchange.

4.2.1 Alternative Consent

- (1) Despite subparagraph 4.2(a)(vii), if the expert whose consent is required is a “qualified person” as defined in NI 43-101, the issuer is not required to file the consent of the qualified person if
 - (a) the qualified person’s consent is required in connection with a technical report that was not required to be filed with the preliminary short form prospectus,
 - (b) the qualified person was employed by a person or company at the date of signing the technical report,
 - (c) the principal business of the person or company is providing engineering or geoscientific services, and
 - (d) the issuer files the consent of the person or company.
- (2) A consent filed under subsection (1) must be signed by an individual who is an authorized signatory of the person or company and who falls within paragraphs (a), (b), (d) and (e) of the definition of “qualified person” in NI 43-101.

4.3 Review of Unaudited Financial Statements

- (1) Subject to subsection (2), any unaudited financial statements, other than *pro forma* financial statements, included in, or incorporated by reference into, a short form prospectus must have been reviewed in accordance with the relevant standards set out in the Handbook for a review of financial statements by the person or company’s auditor or a public accountant’s review of financial statements.
- (2) If NI 52-107 permits the financial statements of the person or company in subsection (1) to be audited in accordance with
 - (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),
 - (b) International Standards on Auditing, the unaudited financial statements may be reviewed in accordance with International Standards on Review Engagement issued by the International Auditing and Assurance Standards Board, or

- (c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, the unaudited financial statements
 - (i) may be reviewed in accordance with review standards that meet the foreign disclosure requirements of the designated foreign jurisdiction, or
 - (ii) do not have to be reviewed if
 - (A) the designated foreign jurisdiction does not have review standards for unaudited financial statements, and
 - (B) the short form prospectus includes disclosure that the unaudited financial statements have not been reviewed.

4.4 [Repealed]

4.5 [Repealed]

PART 5 [REPEALED]

PART 6 [REPEALED]

PART 7 SOLICITATIONS OF EXPRESSIONS OF INTEREST

7.1 Solicitations of Expressions of Interest - The prospectus requirement does not apply to solicitations of expressions of interest before the filing of a preliminary short form prospectus for securities to be qualified for distribution under a short form prospectus in accordance with this Instrument, if

- (a) the issuer has entered into an enforceable agreement with an underwriter who has, or underwriters who have, agreed to purchase the securities,
- (b) the agreement referred to in paragraph (a) has fixed the terms of the distribution and requires that the issuer file a preliminary short form prospectus for the securities and obtain from the regulator a receipt, dated as of a date that is not more than four business days after the date that the agreement is entered into, for the preliminary short form prospectus,
- (c) the issuer has issued and filed a news release announcing the agreement immediately upon entering into the agreement,
- (d) upon issuance of a receipt for the preliminary short form prospectus, a copy of the preliminary short form prospectus is sent to each person or company who has expressed an interest in acquiring the securities, and
- (e) except as provided in paragraph (a), no agreement of purchase and sale for the securities is entered into until the short form prospectus has been filed and a receipt obtained.

7.2 Solicitations of Expressions of Interest – Over-allotment Options – The prospectus requirement does not apply to solicitations of expressions of interest before the filing of a preliminary short form prospectus for securities to be issued pursuant to an over-allotment option that are qualified for distribution under a short form prospectus in accordance with this Instrument, if

- (a) the issuer has entered into an enforceable agreement with the underwriters who have agreed to purchase the securities offered under a short form prospectus, other than the securities issuable on the exercise of an over-allotment option,
- (b) the agreement referred to in paragraph (a) has fixed the terms of the distribution and requires that the issuer file a preliminary short form prospectus for the securities and obtain from the regulator a receipt, dated as of a date that is not more than four business days after the date that the agreement is entered into, for the preliminary short form prospectus,
- (c) the issuer has issued and filed a news release announcing the agreement immediately upon entering into the agreement,
- (d) upon issuance of a receipt for the preliminary short form prospectus, a copy of the preliminary short form prospectus is sent to each person or company who has expressed an interest in acquiring the securities, and
- (e) except as provided in paragraph (a), no agreement of purchase and sale for the securities is entered into until the short form prospectus has been filed and a receipt obtained.

PART 8 EXEMPTION

8.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from the provisions of this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario only the regulator may grant such an exemption.
- (3) An application made to the securities regulatory authority or regulator for an exemption from the provisions of this Instrument shall include a letter or memorandum describing the matters relating to the exemption, and indicating why consideration should be given to the granting of the exemption.
- (4) 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.

8.2 Evidence of Exemption

- (1) Subject to subsection (2) and without limiting the manner in which an exemption under this Part may be evidenced, the granting under this Part of an exemption, other than an exemption, in whole or in part, from Part 2, may be evidenced by the issuance of a receipt for a short form prospectus or an amendment to a short form prospectus.
- (2) The issuance of a receipt for a final short form prospectus or an amendment to a final short form prospectus is not evidence that the exemption has been granted unless
 - (a) the person or company that sought the exemption sent to the regulator
 - (i) the letter or memorandum referred to in subsection 8.1(3), on or before the date of the filing of the preliminary short form prospectus, or

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- (ii) the letter or memorandum referred to in subsection 8.1(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).

PART 9 TRANSITION, REPEAL AND EFFECTIVE DATE

- 9.1 Applicable Rules** - A short form prospectus may, at the issuer's option be prepared in accordance with securities legislation in effect at either the date of issuance of a receipt for the preliminary short form prospectus or the date of issuance of a receipt for the short form prospectus.
- 9.2 Repeal** - National Instrument 44-101 *Short Form Prospectus Distributions* and Form 44-101F3 *Short Form Prospectus*, both of which came into force on December 31, 2000, are repealed on December 30, 2005.
- 9.3 Effective Date** - This Instrument comes into force on December 30, 2005.

[Amended June 30, 2011]

**APPENDIX A - NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER NATIONAL
INSTRUMENT 44-101 *SHORT FORM PROSPECTUS DISTRIBUTIONS*
("NI 44-101")**

[date]

To: [the issuer's notice regulator (as defined in subsection 2.8(2) of NI 44-101), and any other securities regulatory authority or regulator of a jurisdiction of Canada with whom the issuer may voluntarily file this notice]

[name of issuer] (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

[signature of Issuer]

[name and title of duly authorized signing officer of Issuer]

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**APPENDIX B - AUTHORIZATION OF INDIRECT COLLECTION, USE AND DISCLOSURE OF
PERSONAL INFORMATION**

[Repealed]

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**APPENDIX C - ISSUER FORM OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

[Repealed]

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**APPENDIX D - NON-ISSUER FORM OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

[Repealed]