

Schedule D

Proposed Amendment Instrument to Companion Policy 51-102CP *Continuous Disclosure Obligations*

1. *Companion Policy 51-102CP Continuous Disclosure Obligations is amended by this Instrument.*

2. *Section 10.1 of the Companion Policy 51-102 is amended by:*

(a) *replacing “Any” with “Generally, any”;*

(b) *adding the following after “in the rest of Canada.”:*

However, where a reporting issuer is using notice-and-access to deliver proxy-related materials, it should refer to the specific guidance in subsection 10.2(3) of the Policy.

3. *The following is added after section 10.1 of Companion Policy 51-102:*

10.2 Delivery of Proxy-Related Materials – (1) This section provides guidance on delivery of proxy-related materials. Reporting issuers should also review any other applicable legislation, such as corporate legislation.

(2) **Prepaid mail, courier or the equivalent** – Paper copies of proxy-related materials must be sent using prepaid mail, courier or an equivalent delivery method. An equivalent delivery method is any delivery method where the registered holder receives paper copies in a similar time frame as prepaid mail or courier. For example, a reporting issuer that sponsors an employee share purchase plan could arrange to deliver proxy-related materials to registered holder employees through the reporting issuer’s internal mail system.

(3) **Notice-and-access** – The following is guidance on specific provisions regarding notice-and-access.

(a) Paragraph 9.1.1(1)(a) of the Instrument requires the registered holder of voting securities to be sent a document containing required information. This document is essentially a notice that informs the registered holder of the meeting, and how to access the information circular and other proxy-related materials that are posted on the Internet. A person or company soliciting proxies may choose to send additional information on notice-and-access with the notice.

(b) Paragraph 9.1.1(1)(b) of the Instrument requires the registered holder of voting securities to be sent the form of proxy.

- (c) Paragraph 9.1.1(1)(c) of the Instrument deals with how the notice in paragraph 9.1.1(1)(a) and the form of proxy are to be sent. The default delivery method to a registered holder of voting securities is paper copies of the required documents sent by prepaid mail, courier or the equivalent. If a person or company soliciting proxies wishes to use alternate delivery methods such as electronic mail, it must obtain the registered holder's prior consent.
- (d) Paragraph 9.1.1(1)(d) of the Instrument requires a news release be issued at least 30 days before the date fixed for the meeting. The news release must contain the information set out in the notice document. This is intended to broadly communicate to the reporting issuer's registered holders of voting securities that they will receive a notice and not a full paper set of proxy-related materials. If the reporting issuer is using notice-and-access only for some registered holders, this must also be disclosed and explained in the news release. This is intended to help registered holders understand why they are receiving a notice and not the full set of paper proxy-related materials.
- (e) Paragraph 9.1.1(1)(e) of the Instrument requires the information circular and other proxy-related materials to be posted on SEDAR and on an additional website other than SEDAR. The non-SEDAR website can be the website of the person or company soliciting proxies (e.g. the reporting issuer's website), or the website of a service provider.
- (f) Paragraph 9.1.1(1)(f) of the Instrument requires the person or company soliciting proxies to establish a toll-free telephone number for the registered holder of voting securities to request a paper copy of the information circular. The person or company soliciting proxies may choose, but is not required to, provide additional methods for requesting a paper copy of the information circular. If a person or company soliciting proxies does so, it must still comply with the fulfillment timelines in paragraph 9.1.1(1)(g) of the Instrument.
- (g) Subsection 9.1.1(3) of the Instrument is intended to allow registered holders of voting securities to access the posted proxy-related materials in a user-friendly manner. For example, requiring the registered holder to navigate through numerous web pages in order to access the proxy-related materials would not be user-friendly. Providing the registered holder with the specific URL where the documents are posted would be more user-friendly. We encourage reporting issuers and their service providers to develop best practices in this regard.

4. *This Instrument is effective on [*].*