

Annex A3

**Blackline Excerpts of Proposed Amendments to
Form 51-102F1
Management’s Discussion & Analysis**

[These excerpts show the proposed amendments blacklined into the current consolidated version. Those portions of the form that contain no proposed amendments are denoted by “. . .”. These excerpts are provided for illustrative purposes only.]

Table of Contents

PART 1 GENERAL PROVISIONS

...

(g) Venture Issuers Without Significant Revenue – Quarterly Highlights

...

Item 2 Interim MD&A

...

2.2.1 Quarterly highlights

...

PART 1 GENERAL PROVISIONS

...

(g) **Venture Issuers Without Significant Revenue – Quarterly Highlights**

If your company is a venture issuer without significant revenue from operations, focus your discussion and analysis of financial performance on expenditures and progress towards achieving your business objectives and milestones in the most recently completed financial year, you have the option of meeting the requirement to provide interim MD&A under section 2.2 by instead providing quarterly highlights disclosure. Refer to section 2.2.1. The purpose of the quarterly highlights reporting is to provide a brief narrative update about the business activities and financial condition of the company. Provide a short, focused discussion that gives a balanced and accurate picture of the company’s business activities during the interim period.

If there was a change to the company’s accounting policies during the interim period, include a description of the material effects resulting from the change.

Refer to Companion Policy 51-102CP for guidance on quarterly highlights.

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PART 2 CONTENT OF MD&A

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2.2.1 Quarterly Highlights

If your company is a venture issuer without significant revenue in the most recently completed financial year, you have the option of meeting the requirement to provide interim MD&A under section 2.2 by instead providing a short discussion of your company’s operations and liquidity including known trends, demands, major operating statistics and changes thereto, commitments, events, expected or unexpected, or uncertainties that have materially affected your company’s operations and liquidity in the quarter or are reasonably likely to have a material effect going forward.

INSTRUCTIONS

- (i) If the first MD&A you file in this Form (your first MD&A) is an interim MD&A, you must provide all the disclosure called for in Item 1 in your first MD&A. Base the disclosure, except the disclosure for section 1.3, on your interim financial report. Since you do not have to update the disclosure required in section 1.3 in your interim MD&A, your first MD&A will provide disclosure under section 1.3 based on your annual financial statements.
- (ii) You must focus your discussion on business activities and financial condition. While summaries are to be clear and concise, they are subject to the normal prohibitions against false and misleading statements.
- (iii) Quarterly highlights prepared in accordance with section 2.2.1 are not required for your company’s fourth quarter as relevant fourth quarter content will be contained in your company’s annual MD&A prepared in accordance with Item 1 (see section 1.10).
- (iv) You must title your quarterly highlights “Interim MD&A – Quarterly Highlights”.