

Appendix D

Proposed consequential amendments to Multilateral Instrument 52-110 *Audit Committees and National Instrument 58-101 *Disclosure of Corporate Governance Practices**

- 1. Multilateral Instrument 52-110 *Audit Committees* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* are amended by this Instrument.**
- 2. Multilateral Instrument 52-110 *Audit Committees* is amended in section 1.1 by repealing the definition of “venture issuer” and substituting the following,**

“venture issuer” means an issuer that, at the end of its most recently completed financial year,
 - (a) in the case of an issuer that has distributed only debt securities to the public, had total assets of less than \$25 million, and
 - (b) in the case of an issuer other than an issuer that has distributed only debt securities to the public, did not have any of its securities listed or quoted on any of: the Toronto Stock Exchange; a marketplace in the United States of America; or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.
- 3. National Instrument 58-101 *Disclosure of Corporate Governance Practices* is amended in section 1.1 by adding the following definition of “asset-backed security”,**

“asset-backed security” has the same meaning as in National Instrument 51-102 *Continuous Disclosure Obligations*;
- 4. National Instrument 58-101 *Disclosure of Corporate Governance Practices* is amended in section 1.1 by repealing the definition of “venture issuer” and substituting the following,**

“venture issuer” means a reporting issuer that, at the end of its most recently completed financial year,
 - (a) in the case of an issuer that has distributed only debt securities to the public, other than an issuer of asset-backed securities, had total assets of less than \$25 million, and
 - (b) in the case of

(i) an issuer other than an issuer that has distributed only debt securities to the public, and

(ii) an issuer that is an issuer of asset-backed securities,

did not have any of its securities listed or quoted on any of: the Toronto Stock Exchange; a marketplace in the United States of America; or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc;

5. This amendment comes into force •, 2007.