

Annex A

Summary of Changes

Option to use Quarterly Highlights

In the May 2014 Publication, we proposed to permit venture issuers without significant revenue in the most recently completed financial year to provide the more tailored and focused “quarterly highlights” form of MD&A in interim periods. We requested comment on whether all venture issuers should be permitted to provide quarterly highlights disclosure.

We have decided that all venture issuers should have the option of providing quarterly highlights disclosure. The main purpose of the Amendments is to tailor and streamline venture issuer regulation. After considering the comments received, we found that drawing a line to separate venture issuers for the purpose of quarterly highlights would not serve the purpose of streamlining venture issuer regulation. We think a simpler regime in which venture issuers are not sub-divided is preferable.

In this regard, venture issuers may be in a better position to understand the needs of their investors. We believe the option to use quarterly highlights will likely satisfy the needs of investors in smaller venture issuers. However, investors in larger venture issuers, including those with significant revenue, may want full interim MD&A to assist them in making informed investment decisions. Issuers will likely take the needs of their investors into consideration when determining whether to provide quarterly highlights or full interim MD&A.

Deadline for filing executive compensation disclosure

In the May 2014 Publication, we proposed to clarify the filing deadlines for executive compensation disclosure by both venture and non-venture issuers. As we noted in the May 2014 Publication, executive compensation disclosure is usually contained in an issuer’s information circular and the filing deadline is driven by the issuer’s corporate law or organizing documents, and the timing of its annual general meeting. Issuers may also include the disclosure in their Annual Information Form.

In the May 2014 Publication, we proposed to revise Section 9.3.1 of NI 51-102 to set the deadline for filing executive compensation disclosure by non-venture issuers at 140 days after the issuer’s financial year-end. For venture issuers, we proposed a corresponding deadline of either 140 days or 180 days after the issuer’s financial year-end.

After considering comments received, we have decided to proceed with a filing deadline of 180 days after the financial year-end for venture issuers. We think this is a reasonable deadline considering the information needed to put together the executive compensation disclosure will be available to venture issuers at the time of filing their annual financial statements.

Significance level for BAR disclosure in prospectus or information circular

In the May 2014 Publication, we proposed to increase the threshold at which a BAR is required for venture issuers from 40% to 100% (therefore reducing the instances where BARs are required). We also proposed to eliminate the requirement that BARs filed by venture issuers contain pro forma financial statements. At that time, we identified a potential policy concern that might have justified a difference between the BAR requirements and the prospectus and information circular requirements in respect of certain proposed acquisitions.

We requested comment on whether the threshold for significance should be 40% where proceeds of a prospectus offering would be used to finance a proposed acquisition. We also requested comment on whether the threshold for significance in an information circular should be 40% in situations where the matter being submitted to a vote of security holders relates to a proposed acquisition.

Ultimately, we decided that the significance thresholds should be harmonized. In the Amendments, the significance threshold is 100% for both prospectuses used to finance proposed acquisitions and information circulars related to proposed acquisitions (that is, it is 100% in all cases). While we acknowledge the benefits of including BAR-level disclosure in a prospectus or information circular in certain circumstances, we think that harmonization with continuous disclosure requirements is also important. Given the limited number of historical instances where BAR-level disclosure in a prospectus or information circular was required for a venture issuer making an acquisition at 40% to 100% significance, we think that the benefits of harmonization with continuous disclosure requirements outweigh the benefits of a requirement to include BAR-level disclosure about a proposed acquisition in these situations.

Exceptions from audit committee composition requirements

In the May 2014 Publication, we proposed to require venture issuers to have an audit committee consisting of at least three members, the majority of whom could not be executive officers, employees or control persons of the issuer. We did not provide for exceptions from these requirements. We requested comment on whether we should provide exceptions from the proposed audit committee composition requirements similar to those in sections 3.2 to 3.9 of NI 52-110.

After considering comments received, we have now included exceptions for events outside the control of the member (subsection 6.1.1(4) of NI 52-110) and for death, disability or resignation of a member (subsection 6.1.1(5) of NI 52-110).

Threshold for perquisite disclosure

Form 51-102F6V requires disclosure of the value of perquisites provided to an NEO or director. In the May 2014 Publication, we proposed that an issuer would have to disclose the total value of perquisites even if that was only a small amount. Upon consideration of comments received, we have now included a staggered threshold for perquisite disclosure: \$15,000 if the NEO or director's salary is \$150,000 or less, 10% of salary if the NEO or director's salary is greater than

\$150,000 but less than \$500,000 or \$50,000 if the NEO or director's salary is \$500,000 or greater. See subsection 2.1(4) of Form 51-102F6V.

Transition dates

Other than those Amendments set out below, the Amendments are in effect as of **June 30, 2015**.

The option to provide quarterly highlights disclosure will apply in respect of financial years beginning on or after **July 1, 2015**.

The executive compensation filing deadlines for venture and non-venture issuers will apply in respect of financial years beginning on or after **July 1, 2015**.

The audit composition requirements will apply in respect of financial years beginning on or after **January 1, 2016**.