

Annex K

Proposed Amendments to

National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*

1. *National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers is amended by this Instrument.*

2. *Section 1.1 is amended by replacing the definition of “marketplace” with the following:*

“marketplace” has the same meaning as in National Instrument 21-101 *Marketplace Operation*;

3. *Section 4.7 is amended by replacing paragraph (2)(a) with the following:*

(a) the aggregate published trading volume of the class on the TSX, Aequitas Neo Exchange Inc., the Canadian Securities Exchange and the TSX Venture Exchange exceeded the aggregate published trading volume of the class on all U.S. markets

(i) for the 12 calendar month period before commencement of the proxy solicitation, if there is no other proxy solicitation for securities of the same class in progress, or

(ii) for the 12 calendar month period before commencement of the first proxy solicitation, if another proxy solicitation for securities of the same class is already in progress;

4. *Section 5.8 is amended by replacing paragraph (2)(a) with the following:*

(a) the aggregate published trading volume of the class on the TSX, Aequitas Neo Exchange Inc., the Canadian Securities Exchange and the TSX Venture Exchange exceeded the aggregate trading volume on securities marketplaces outside Canada

(i) for the 12 calendar months before commencement of the proxy solicitation, if there is no other proxy solicitation for securities of the same class in progress, or

(ii) for the 12 calendar month period before the commencement of the first proxy solicitation, if another proxy solicitation for securities of the same class is already in progress;

5. This Instrument comes into force on *.