

**Proposed Changes to
Companion Policy 71-102CP to National Instrument 71-102
Continuous Disclosure and Other Exemptions Relating to Foreign Issuers**

1. The changes proposed to Companion Policy 71-102CP to National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers are set out in this Schedule.

2. Subsection 1.1(1) is changed by

a. inserting “and National Instrument 51-103 Ongoing Governance and Disclosure Requirements for Venture Issuers (“NI 51-103”)” after “(“NI 51-102”)”, and

b. inserting “or NI 51-103” after “NI 51-102”.

3. Section 1.2 is changed by adding the following subsection:

(2.1) NI 51-103;

4. Section 6.2 is replaced by the following:

6.2 SEC Foreign Issuers

NI 51-102 and NI 51-103 contain exemptions for SEC issuers from the change in year-end requirements in those rules. SEC foreign issuers under the Instrument will also meet the definition of SEC issuers under NI 51-102 or NI 51-103, and so will be able to rely on the change in year-end exemption in NI 51-102 or 51-103, as applicable.

5. Section 6.3 is changed by

a. inserting “or section 26 of NI 51-103” after “section 4.9 of NI 51-102”,

b. inserting “or section 25 of NI 51-103” after “section 11.1 of NI 51-102”, and

c. inserting “or section 26 of NI 51-103” after “section 11.2 of NI 51-102”.

6. Section 6.4 is changed by,

a. in paragraph (b), inserting “and in subsections 8(4) and 10(3) of NI 51-103” after “Annual and Interim Filings”, and

b. in paragraph (c), inserting “and in section 5 of NI 51-103” after “Audit Committees”.

7. *Subsection 7.1(3) is replaced with the following:*

- (3) If an issuer wishes to seek exemptive relief from NI 51-102, NI 51-103 or other requirements of provincial and territorial securities legislation on grounds similar but not identical to those permitted under the Instrument, the issuer should apply for this relief under the exemptive provisions of NI 51-102, NI 51-103 or other provincial and territorial securities legislation, as the case may be.

8. These changes become effective on ●.