

## Appendix D

### Amendments to National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and Companion Policy*

#### Schedule D-1

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

*Although this amendment instrument amends section headers in National Instrument 71-102, section headers do not form part of the instrument and are inserted for ease of reference only.*

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***
  - (a) ***in the definition of “AIF”, by deleting “Form 10-KSB”,***
  - (b) ***after the definition of “executive officer”, by adding the following definition:***

*“financial statements” has the same meaning as in section 1.1 of National Instrument 51-102 Continuous Disclosure Obligations,;*
  - (c) ***by replacing the definition of “inter-dealer bond broker” with the following:***

*“inter-dealer bond broker” means a person or company that is approved by the Investment Industry Regulatory Organization of Canada under its Rule 36 Inter-Dealer Bond Brokerage Systems, as amended, and is subject to its Rule 36 and its Rule 2100 Inter-Dealer Bond Brokerage Systems, as amended,;*
  - (d) ***in the definition of “MD&A”, by deleting “or Item 303 of Regulation S-B”,***
  - (e) ***in the definition of “NI 52-107”, by replacing “Acceptable Accounting Principles, Auditing Standards and Reporting Currency” with “Acceptable Accounting Principles and Auditing Standards”, and***
  - (f) ***in the definition of “transition year”, by adding “a” after “means the financial year of”.***
3. ***Section 1.3 is amended by replacing “operating results are” with “financial performance is”.***

4. *Section 4.3 is amended*
  - (a) *in the preamble, by deleting* “its interim financial statements, and annual”,
  - (b) *in paragraph (a), by deleting* “interim financial statements, annual”,
  - (c) *in paragraph (b), by deleting* “interim financial statements and annual”, *and*
  - (d) *in paragraph (c), by deleting* “interim financial statements, annual”.
5. *Subparagraph 4.7(2)(b) is amended by deleting* “, Form 10-KSB”.
6. *Section 4.9 is amended by replacing* “results of operations” *with* “financial performance”.
7. *Section 4.14 is replaced with the following:*

#### **4.14 Business Combinations and Related Party Transactions**

Securities legislation requirements relating to business combinations and related party transactions in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* do not apply to an SEC foreign issuer carrying out a business combination or related party transaction if the total number of equity securities of the SEC foreign issuer owned, directly or indirectly, by residents of Canada, does not exceed 20 per cent, on a diluted basis, of the total number of equity securities of the SEC foreign issuer..

8. *Section 5.4 is amended*
  - (a) *in the preamble, by deleting* “its interim financial statements, annual”,
  - (b) *in paragraph (a), by deleting* “interim financial statements, annual”, *and*
  - (c) *in paragraph (b), by deleting* “interim financial statements, annual”.
9. *Section 5.10 is amended by replacing* “results of operations” *with* “financial performance”.
10. *Section 5.15 is replaced with the following:*

#### **5.15 Business Combinations and Related Party Transactions**

Securities legislation requirements relating to business combinations and related party transactions in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* do not apply to a designated foreign issuer carrying out a business combination or related party transaction..

11. *Part 6 is repealed.*
12. *This Instrument only applies to documents required to be prepared, filed, delivered or sent under National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers for periods relating to financial years beginning on or after January 1, 2011.*
13. *Despite section 12, an issuer may apply the amendments set out in this Instrument to all documents required to be prepared, filed, delivered or sent under National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers for periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 21, 2010 and if the issuer is relying on the exemption in section 5.3 of National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.*
14. *This Instrument comes into force on January 1, 2011.*