

**Notice of Amendments to  
National Instrument 51-102 *Continuous Disclosure Obligations* and  
Companion Policy 51-102CP *Continuous Disclosure Obligations***

**and**

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

**Introduction**

We, the Canadian Securities Administrators (the CSA or we), are implementing amendments to:

- National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102),
- Companion Policy 51-102CP *Continuous Disclosure Obligations* (51-102CP),
- National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (NI 71-102), and
- Companion Policy 71-102CP *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (71-102CP).

This notice forms part of a series of notices which address changes to securities legislation arising from the upcoming changeover to International Financial Reporting Standards (IFRS).

**Background**

NI 51-102 sets out the obligations of reporting issuers, other than investment funds, for financial statements, management's discussion and analysis, annual information forms, business acquisition reports, material change reports, information circulars, proxies and proxy solicitation, restricted share disclosure and certain other continuous disclosure-related matters. NI 71-102 provides exemptions from most continuous disclosure requirements and certain other requirements for certain foreign issuers (NI 51-102 and NI 71-102 are collectively referred to in this notice as the "continuous disclosure rules").

The continuous disclosure rules refer to and rely on references to Canadian generally accepted accounting principles (Canadian GAAP), which are established by the Canadian Accounting Standards Board (AcSB). In February 2006, the AcSB published a strategic plan to transition, over a period of five years, Canadian GAAP for public enterprises to IFRS, as adopted by the International Accounting Standards Board (IASB). In March 2008, the timing of the transition was confirmed. IFRS will apply to most Canadian publicly accountable enterprises for financial years beginning on or after January 1, 2011.

The AcSB has incorporated IFRS into the Handbook of the Canadian Institute of Chartered Accountants (the Handbook) as Canadian GAAP for most publicly accountable enterprises. As a result, the Handbook contains two sets of standards for public companies:

- Part I of the Handbook – Canadian GAAP for publicly accountable enterprises that applies for financial years beginning on or after January 1, 2011, and
- Part V of the Handbook - Canadian GAAP for public enterprises that is the pre-changeover accounting standards (current Canadian GAAP).

The continuous disclosure rules also refer to and rely on references to current Canadian generally accepted auditing standards (Canadian GAAS), which are established by the Canadian Auditing and Assurance Standards Board (AASB). The AASB published their strategic plan to adopt International Standards on Auditing as Canadian Auditing Standards in February 2007. These standards will continue to be known as Canadian GAAS in the Handbook. Canadian Auditing Standards are effective for audits of financial statements for periods ending on or after December 14, 2010.

Consistent with these changes, the CSA is repealing and replacing National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (to be renamed *Acceptable Accounting Principles and Auditing Standards*) (NI 52-107). The new version of NI 52-107 will require domestic issuers to comply with IFRS for financial years beginning on or after January 1, 2011 and will set out the accounting principles and auditing standards that apply to financial statements filed in a jurisdiction. The implementation of the new version of NI 52-107 is described in a separate notice (the NI 52-107 Notice).

The amendments do not reflect the impact of exposure drafts or discussion papers from the IASB prior to their adoption into IFRS. The CSA is implementing amendments to National Instrument 14-101 *Definitions* to include a definition of IFRS that incorporates amendments made to IFRS from time to time.

### **Substance and Purpose of the Amendments**

The primary purpose of the changes to the continuous disclosure rules is to accommodate the transition to IFRS and the new version of NI 52-107. A small number of housekeeping changes are also being made. The amendments:

- replace current Canadian GAAP terms and phrases with IFRS terms and phrases;
- change disclosure requirements in instances where IFRS contemplates different financial statements than current Canadian GAAP;
- provide a 30 day extension to the deadline for filing the first interim financial report in the year of adopting IFRS in respect of an interim period beginning on or after January 1, 2011; and

- clarify the current provisions or, where part or all of a provision is no longer accurate or appropriate, amend or delete it.

Appendix C sets out the amendments to NI 51-102 and 51-102CP. Appendix D sets out the amendments to NI 71-102 and 71-102CP.

### **Transition**

After the IFRS changeover date on January 1, 2011, non calendar year-end issuers will continue to prepare financial statements in accordance with current Canadian GAAP until the start of their new financial year. To accommodate for this, we have included transition provisions in the amendment instruments for the continuous disclosure rules that provide that the amendments only apply to documents required to be prepared, filed, delivered or sent under the rules for periods relating to financial years beginning on or after January 1, 2011. Thus, during the transition period,

- issuers filing financial statements prepared in accordance with current Canadian GAAP will be required to comply with the versions of the continuous disclosure rules that contain current Canadian GAAP terms and phrases, and
- issuers filing financial statements that comply with IFRS will be required to comply with the versions of the continuous disclosure rules that contain IFRS terms and phrases.

After the transition period all issuers will be required to comply with the versions of the continuous disclosure rules that contain IFRS terms and phrases.

To further assist issuers and their advisors and to increase transparency, during the transition period certain jurisdictions will post two different unofficial consolidations of the continuous disclosure rules on their websites:

- the current versions of the continuous disclosure rules that contain current Canadian GAAP terms and phrases, which apply to reporting issuers in respect of documents required to be prepared, filed, delivered or sent under the rules for periods relating to financial years beginning before January 1, 2011; and
- the new versions of the continuous disclosure rules that contain IFRS terms and phrases, which apply to reporting issuers in respect of documents required to be prepared, filed, delivered or sent under the rules for periods relating to financial years beginning on or after January 1, 2011.

### ***52/53 week financial years***

Notwithstanding the above, the amendment instruments for the continuous disclosure rules now include a transition provision which provides that the amendments may be applied by an issuer to all documents required to be prepared, filed, delivered or sent under the rule 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 the new version of NI 52-107. That exemption in NI 52-107 permits

issuers that have financial year ends close to, but not on December 31, 2010, the option to transition to IFRS when their new financial year begins.

***Rate-regulated activities***

Furthermore, subsection 1.4(9) of 51-102CP provides that if a qualifying entity is relying on the exemption in paragraph 5.4(1)(a) of the new version of NI 52-107, then the qualifying entity may interpret any reference in NI 51-102 to a term or provision defined or used in Canadian GAAP applicable to publicly accountable enterprises as a reference to the corresponding term or provision in Part V of the Handbook.

**Summary of Written Comments Received by the CSA**

The CSA, except the Autorité des marchés financiers and the New Brunswick Securities Commission, published the amendments to the continuous disclosure rules for comment on September 25, 2009 (the September 2009 Materials). In this regard,

- We received submissions from 3 commenters who submitted comment letters on the September 2009 Materials. The names of the commenters and a summary of the comments on the September 2009 Materials, together with our responses, are in Appendix B to this notice.
- We also received submissions on the September 2009 Materials from commenters who submitted comment letters on the proposed changes to NI 52-107. The names of those commenters and a summary of their comments, together with our responses, are in Appendices A and B to the NI 52-107 Notice.

The Autorité des marchés financiers and the New Brunswick Securities Commission published the amendments to the continuous disclosure rules for comment on March 12, 2010. No comments were received.

We thank the commenters for their comments.

**Summary of Changes to the September 2009 Materials**

***Financial statement requirements for significant acquisitions***

In NI 51-102, we made changes to Part 8 that are necessary to give effect to the harmonized approach adopted in NI 52-107 to the financial statement requirements for significant acquisitions (the harmonized approach for acquisition statements is described in the NI 52-107 Notice). In particular,

- for the purposes of calculating the significance tests in section 8.3(2) and (4), the financial statements for the business or related businesses are no longer required to be reconciled to the issuer's GAAP,
- for non-venture issuers, the amounts used for the business or related businesses must be based on the issuer's GAAP,

- for venture issuers, the amounts do not need to be based on the issuer's GAAP provided the financial statements for the business or related businesses are (i) prepared in accordance with Canadian GAAP applicable to private enterprises, and (ii) consolidate any subsidiaries and account for significantly influenced investees and joint ventures using the equity method, and none of the accounting principles described in paragraphs 3.11(1)(a) through (e) of NI 52-107 were used to prepare financial statements for the business or related businesses,
- subsection 8.4(7)(b) now requires a reporting issuer to include in the pro forma financial statements (i) adjustments attributable to each significant acquisition for which there are firm commitments and the complete financial effects are objectively determinable and (ii) adjustments to conform amounts for the business or related businesses to the issuer's accounting policies. Adjustment (i) noted above was previously included in subsection 8.7(5) of 51-102CP, and
- the provisions will apply in Ontario.

In 51-102CP,

- we provided further guidance related to acquisition statements in subsection 8.2(2), and
- we have also amended subsections 8.7(5) and 8.7(9) to clarify the types of pro forma adjustments that may be necessary if the financial statements for a business or related business are prepared in accordance with accounting principles that differ from the issuer's GAAP and the financial statements do not include a reconciliation to the issuer's GAAP.

### ***Other changes***

See Appendix A for a detailed summary of other changes made to the September 2009 Materials. The changes include terminology changes to maintain consistency with NI 52-107.

### **Implementation**

In some jurisdictions, Ministerial approval is required for these changes. Provided all necessary approvals are obtained, the amendments will come into force on January 1, 2011.

### **Questions**

Please refer your questions to any of:

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