

Annex A2
Proposed Amendments to
National Instrument 45-102 Resale of Securities

1. National Instrument 45-102 Resale of Securities is amended by this Instrument.

2. Appendix D is amended

(a) by replacing “section 2.3 [Accredited investor];” **with** “section 2.3 [Accredited investor] (except in Ontario);”;

(b) by adding “section 73.3 of the *Securities Act* (Ontario) [Accredited Investor];” **after** “clauses 77(1)(u) and (w) and subclauses 77(1)(ab)(ii) and (iii) of the *Securities Act* (Nova Scotia);”;

(c) in section “3. Ontario Provisions”

(i) by amending the definition of “Type 1 trade”;

A. **by adding** “any of the following” **immediately before paragraph (a)**,

B. **by deleting** “or” **at the end of subparagraph (c)**,

C. **by deleting** “and” **at the end of subparagraph (d)**, and

D. **by adding the following paragraph**,

(e) section 2.1 and section 2.2 of the 2009 OSC Rule 45-501, and,

(ii) by adding the following after “section 2.5 of MI 45-102” **in paragraph (a)**

- Section 73.5 of the *Securities Act* (Ontario) [Government incentive security],

(a.1) National Instrument 45-106

- Section 2.3 of National Instrument 45-106 *Prospectus and Registration Exemptions* prior to subsection 12(2) of Schedule 26 of the *Budget Measures Act*, 2009 being proclaimed in force.”;

(iii) by replacing paragraph (b) with the following:

- 2005 OSC Rule 45-501 and 2009 OSC Rule 45-501

- Section 2.1 of the 2005 OSC Rule 45-501 and sections 2.1 and 2.2 of the 2009 OSC Rule 45-501.

3. Appendix E is amended

- (a) **by replacing** “section 2.4 [*Private issuer*];” **with** “section 2.4 [*Private issuer*], except in Ontario;”,
- (b) **by adding** “Section 73.4 of the *Securities Act* (Ontario) [*Private issuer*];”, **before** “Prince Edward Island Local Rule 45-510 – *Exempt Distributions – Exemption for Trades Pursuant to Take Over Bids and Issuer Bids*;”, **and**
- (c) **by adding the following paragraph to section** “3. Ontario provisions”

(a.1) National Instrument 45-106

Section 2.4 of National Instrument 45-106 *Prospectus and Registration Exemptions* prior to subsection 12(2) of Schedule 26 of the *Budget Measures Act*, 2009 being proclaimed in force.

4. Form 45-102F1 is amended by replacing the contact information for the Ontario Securities Commission with the following:

Ontario Securities Commission

20 Queen Street West

22nd Floor

Toronto, Ontario M5H 3S8

Telephone: (416) 593- 8314

Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Public official contact regarding indirect collection of information:

Inquiries Officer

5. This Instrument comes into force on ●, 2014.