

Annex C

Proposed Amendments to

National Instrument 45-106 *Prospectus and Registration Exemptions*

- 1. *National Instrument 45-106 Prospectus and Registration Exemptions is amended by this Instrument.***
- 2. *Section 2.22 is amended in paragraph (a) of the definition of “listed issuer” by adding the following subparagraph:***
 - (ii.1) Aequitas Neo Exchange Inc.;
- 3. This Instrument comes into force on *.**