

Note: [17 Mar 2008] – Amendments to NI 51-102 arising from NI 41-101. Refer to Appendix H of CSA Notice announcing NI 41-101 dated 21 Dec 2007.

**Amendment Instrument to
National Instrument 51-102 *Continuous Disclosure Obligations***

1. This Instrument amends National Instrument 51-102 *Continuous Disclosure Obligations*.

2. Subsection 1.1(1) is amended

(a) by adding the following definition after “material change”:

““material contract” means any contract that an issuer or any of its subsidiaries is a party to, that is material to the issuer;”;

(b) by repealing the definition of “restricted security” and substituting the following:

““restricted security” means an equity security of a reporting issuer if any of the following apply:

(a) there is another class of securities of the reporting issuer that, to a reasonable person, appears to carry a greater number of votes per security relative to the equity security;

(b) the conditions attached to the class of equity securities, the conditions attached to another class of securities of the reporting issuer, or the reporting issuer’s constating documents have provisions that nullify or, to a reasonable person, appear to significantly restrict the voting rights of the equity securities; or

(c) the reporting issuer has issued another class of equity securities that, to a reasonable person, appears to entitle the owners of securities of that other class to participate in the earnings or assets of the reporting issuer to a greater extent, on a per security basis, than the owners of the first class of equity securities;”;

(c) in paragraph (c) of the definition of “informed person”, by striking out “beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over” and substituting “beneficially owns, or controls or directs, directly or indirectly,”.

3. **Subsection 1.1(3) is amended by striking out** “, directly or indirectly, beneficially owns or exercises control or direction over” **and substituting** “beneficially owns, or controls or directs, directly or indirectly,”.
4. **Paragraph 8.4(5)(b) is amended by striking out** “after the ending date” **and substituting** “since the beginning”.
5. **Subparagraph 8.10(3)(e)(ii) is amended by striking out** “after the ending date” **and substituting** “since the beginning”.
6. **Section 12.2 is repealed and the following is substituted:**

“12.2 Filing of Material Contracts

- (1) Unless previously filed, a reporting issuer must file a material contract entered into
 - (a) within the last financial year; or
 - (b) before the last financial year if that material contract is still in effect.
- (2) Despite subsection (1), a reporting issuer is not required to file a material contract entered into in the ordinary course of business unless the material contract is
 - (a) a contract to which directors, officers, or promoters are parties other than a contract of employment;
 - (b) a continuing contract to sell the majority of the reporting issuer’s products or services or to purchase the majority of the reporting issuer’s requirements of goods, services, or raw materials;
 - (c) a franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name;
 - (d) a financing or credit agreement with terms that have a direct correlation with anticipated cash distributions;
 - (e) an external management or external administration agreement; or
 - (f) a contract on which the reporting issuer’s business is substantially dependent.

- (3) A provision in a material contract filed pursuant to subsections (1) or (2) may be omitted or marked to be unreadable if an executive officer of the reporting issuer reasonably believes that disclosure of that provision would be seriously prejudicial to the interests of the reporting issuer or would violate confidentiality provisions.
- (4) Subsection (3) does not apply if the provision relates to
 - (a) debt covenants and ratios in financing or credit agreements;
 - (b) events of default or other terms relating to the termination of the material contract; or
 - (c) other terms necessary for understanding the impact of the material contract on the business of the reporting issuer.
- (5) If a provision is omitted or marked to be unreadable under subsection (3), the reporting issuer must include a description of the type of information that has been omitted or marked to be unreadable immediately after the provision in the copy of the material contract filed by the reporting issuer.
- (6) Despite subsections (1) and (2), a reporting issuer is not required to file a material contract entered into before January 1, 2002.”.

7. Section 13.4 is amended

(a) in subsection (1)

(i) in the definition of “designated credit support securities”

(A) in paragraph (a), by adding “non-convertible” before “securities of the credit supporter”;

(B) in between paragraphs (b) and (c), by striking out “in respect of which a credit supporter has provided” and substituting “in respect of which a parent credit supporter has provided;”;

(ii) by adding the following definitions after the definition of “designated credit support securities”:

““parent credit supporter” means a credit supporter of which the reporting issuer is a subsidiary;

“subsidiary credit supporter” means a credit supporter that is a subsidiary of the parent credit supporter;”;

(b) in subsection (1.1)

- (i) by adding “parent” before “credit supporter” wherever it occurs;**
- (ii) in paragraph (b), by striking out “of consolidating summary financial information”;**
- (iii) by repealing paragraph (c) and substituting the following:**

“(c) all subsidiary entity columns must account for investments in non-credit supporter subsidiaries under the equity method.”;

(c) in subsection (2)

- (i) by striking out “subsection” and substituting “section”;**
- (ii) by adding “parent” before “credit supporter” wherever it occurs;**
- (iii) by striking out “and” at the end of paragraph (i),**
- (iv) by striking out “.” and substituting “; and” at the end of paragraph (j),**
- (v) by adding the following paragraph (k) after paragraph (j):**

“(k) no person or company other than the parent credit supporter has provided a guarantee or alternative credit support for the payments to be made under any issued and outstanding securities of the credit support issuer.”;

(d) by adding the following subsections (2.1) and (2.2) after subsection (2):

“(2.1) A credit support issuer satisfies the requirements of this Instrument where there is a parent credit supporter and one or more subsidiary credit supporters if

- (a) the conditions in paragraphs (2)(a) to (f), (i), and (j) are complied with;**
- (b) the parent credit supporter controls each subsidiary credit supporter and the parent credit supporter has consolidated the financial statements of each subsidiary credit supporter**

into the parent credit supporter's financial statements that are filed or referred to under paragraph (2)(d);

- (c) the credit support issuer files, in electronic format, in the notice referred to in clause (2)(d)(ii)(A) or in or with the copy of the interim and annual consolidated financial statements filed under subparagraph (2)(d)(i) or clause (2)(d)(ii)(B), for a period covered by any interim or annual consolidated financial statements of the parent credit supporter filed by the parent credit supporter, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:
 - (i) the parent credit supporter;
 - (ii) the credit support issuer;
 - (iii) each subsidiary credit supporter on a combined basis;
 - (iv) any other subsidiaries of the parent credit supporter on a combined basis;
 - (v) consolidating adjustments; and
 - (vi) the total consolidated amounts;
- (d) no person or company, other than the parent credit supporter or a subsidiary credit supporter has provided a guarantee or alternative credit support for the payments to be made under the issued and outstanding designated credit support securities; and
- (e) the guarantees or alternative credit supports are joint and several.

(2.2) Despite paragraph (2.1)(c), the information set out in a column in accordance with

- (a) subparagraph (2.1)(c)(iv), may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c) if each item of the summary financial information set out in a column in accordance with subparagraph (2.1)(c)(iv) represents less than 3% of

the corresponding items on the consolidated financial statements of the parent credit supporter being filed or referred to under paragraph (2)(d),

- (b) subparagraph (2.1)(c)(ii) may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c) if the credit support issuer has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the securities described in paragraph (2)(c).”;

(e) in subsection (3), by repealing paragraphs (a) through (e) and substituting the following:

- “(a) the conditions in paragraphs (2)(a) to (c) are complied with;
- (b) if the insider is not a credit supporter,
 - (i) the insider does not receive, in the ordinary course, information as to material facts or material changes concerning a credit supporter before the material facts or material changes are generally disclosed, and
 - (ii) the insider is not an insider of a credit supporter in any capacity other than by virtue of being an insider of the credit support issuer; and
- (c) if the insider is a credit supporter, the insider does not beneficially own any designated credit support securities.”; **and**

(f) in subsection (4), by adding “parent” before “credit supporter” wherever it occurs.

8. This Instrument comes into force on March 17, 2008.

**AMENDMENT INSTRUMENT FOR FORM 51-102F2
ANNUAL INFORMATION FORM OF
NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS**

- 1. This Instrument amends Form 51-102F2 *Annual Information Form*.**
- 2. Section 3.2 is amended**

- (a) **by striking out** “beneficially owned, controlled or directed,” **wherever it occurs and substituting** “beneficially owned, or controlled or directed, directly or indirectly,”; **and**
- (b) **in paragraph 3.2(c), by striking out** “or continued” **and substituting** “, continued, formed or organized”.
3. **Section 5.2 is amended by striking out** “Risks should be disclosed in the order of their seriousness”.
4. **The following Instructions (i) and (ii) are added to section 5.2:**
- “INSTRUCTIONS*
- (i) *Disclose the risks in order of seriousness from the most serious to the least serious.*
- (ii) *A risk factor must not be de-emphasized by including excessive caveats or conditions.”.*
5. **Subsection 5.3(2) is amended by striking out** “information on the” **and substituting** “financial disclosure that described the underlying” **before** “pool of financial assets”.
6. **Paragraph 5.3(2)(e) is amended by striking out** “(a), (b), (c), or (d)” **and substituting** “(a) through (d)”.
7. **The following subsection 5.3(2.1) is added after subsection 5.3(2):**
- “(2.1) If any of the financial disclosure disclosed in accordance with subsection (2) has been audited, disclose the existence and results of the audit.”.
8. **Section 6.1 is amended**
- (a) **by adding** “or distribution” **after** “dividend” **wherever it occurs;**
- (b) **by adding** “or distributions” **after** “dividends” **wherever it occurs;**
- (c) **by striking out** “share” **and substituting** “security”;
- (d) **by striking out** “shares” **and substituting** “securities”.
9. **Section 7.3 is amended by striking out** “if you receive” **and substituting** “if you are aware that you have received” **before** “any other kind of rating”.

10. Paragraph 7.3(g) is repealed and the following is substituted:

“(g) any announcement made by, or any proposed announcement known to the issuer that is to be made by, an approved rating organization to the effect that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this section.”.

11. Subsection 8.1(2) is amended by adding “but is traded or quoted on a foreign marketplace,” after “If a class of securities of your company is not traded or quoted on a Canadian marketplace,”.

12. Section 8.2 is repealed and the following is substituted:

“8.2 Prior Sales

For each class of securities of your company that is outstanding but not listed or quoted on a marketplace, state the price at which securities of the class have been issued during the most recently completed financial year by your company, the number of securities of the class issued at that price, and the date on which the securities were issued.”.

13. Item 9 is repealed and the following is substituted:

“Item 9 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

9.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

(1) State, in substantially the following tabular form, the number of securities of each class of your company held, to your company’s knowledge, in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class for your company’s most recently completed financial year.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class

- (2) In a note to the table disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow or the date the contractual restriction on transfer ends, as applicable.

INSTRUCTIONS

- (i) *For the purposes of this section, escrow includes securities subject to a pooling agreement.*
- (ii) *For the purposes of this section, securities subject to contractual restrictions on transfer as a result of pledges made to lenders are not required to be disclosed.”.*

14. Section 10.1 is amended

- (a) **in subsection 10.1(3), by striking out** “beneficially owned, directly or indirectly, or over which control or direction is exercised,” **and substituting** “beneficially owned, or controlled or directed, directly or indirectly,”; **and**
- (b) **by repealing the Instruction and substituting the following:**

“INSTRUCTION

For the purposes of subsection (3), securities of subsidiaries of your company that are beneficially owned, or controlled or directed, directly or indirectly, by directors or executive officers through ownership, or control or direction, directly or indirectly, over securities of your company, do not need to be included.”.

15. Section 10.3 is amended by adding “of” before the second occurrence of “a subsidiary of your company.”.

16. Section 11.1 is amended

- (a) **by striking out** “three” **wherever it occurs and substituting** “two”; **and**
- (b) **in paragraph 11.1(b), by striking out** “beneficially owned, directly or indirectly, or over which control is exercised” **and substituting** “beneficially owned, or controlled or directed, directly or indirectly,”.

17. Section 12.1 is repealed and the following is substituted:

“12.1 Legal Proceedings

- (1) Describe any legal proceedings your company is or was a party to, or that any of its property is or was the subject of, during your company's financial year.
- (2) Describe any such legal proceedings your company knows to be contemplated.
- (3) For each proceeding described in subsections (1) and (2), include the name of the court or agency, the date instituted, the principal parties to the proceeding, the nature of the claim, the amount claimed, if any, whether the proceeding is being contested, and the present status of the proceeding.

INSTRUCTION

You do not need to give information with respect to any proceeding that involves a claim for damages if the amount involved, exclusive of interest and costs, does not exceed ten per cent of the current assets of your company. However, if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, you must include the amount involved in the other proceedings in computing the percentage."

18. Paragraph 12.2(c) is amended by striking out "with" and substituting "before" before "a court".

19. Section 13.1 is amended

- (a) **by striking out "will" and substituting "is reasonably expected to" before "materially affect your company:"; and**
- (b) **in paragraph 13.1(b), by striking out "is the direct or indirect beneficial owner of, or who exercises control or direction over," and substituting "beneficially owns, or controls or directs, directly or indirectly,".**

20. Section 15.1 is repealed and the following is substituted:

"15.1 Material Contracts

Give particulars of any material contract

- (a) required to be filed under section 12.2 of the Instrument at the time this AIF is filed, as required under section 12.3 of the Instrument, or
- (b) that would be required to be filed under section 12.2 of the Instrument at the time this AIF is filed, as required under section 12.3 of the Instrument, but for the fact that it was previously filed.

INSTRUCTIONS

- (i) *You must give particulars of any material contract that was entered into within the last financial year or before the last financial year but is still in effect, and that is required to be filed under section 12.2 of the Instrument or would be required to be filed under section 12.2 of the Instrument but for the fact that it was previously filed. You do not need to give particulars of a material contract that was entered into before January 1, 2002 because these material contracts are not required to be filed under section 12.2 of the Instrument.*
- (ii) *Set out a complete list of all contracts for which particulars must be given under this section, indicating those that are disclosed elsewhere in the AIF. Particulars need only be provided for those contracts that do not have the particulars given elsewhere in the AIF.*
- (iii) *Particulars of contracts must include the dates of, parties to, consideration provided for in, and general nature and key terms of, the contracts.”.*

- 21. Item 16 is amended by striking out “statement, report or valuation” wherever it occurs and substituting “report, valuation, statement or opinion”.**
- 22. This Instrument comes into force on March 17, 2008.**

AMENDMENT INSTRUMENT FOR FORM 51-102F5 INFORMATION CIRCULAR OF NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS

- 1. This Instrument amends Form 51-102F5 *Information Circular*.**
- 2. Section 6.5 is amended**
 - (a) by striking out “beneficially owns, directly or indirectly, or controls or directs” and substituting “beneficially owns, or controls or directs, directly or indirectly,”;**

- (b) **in paragraph (a), by striking out** “beneficially owned, directly or indirectly, or controlled or directed” **and substituting** “beneficially owned, or controlled or directed, directly or indirectly,”;
 - (c) **in paragraph (b), by adding** “, directly or indirectly” **after** “owned, controlled or directed”.
- 3. Paragraphs 7.1(f) and (g) are amended by striking out** “beneficially owned, directly or indirectly, or controlled or directed” **wherever it occurs and by substituting** “beneficially owned, or controlled or directed, directly or indirectly,”.
 - 4. This Instrument comes into force on March 17, 2008.**