

Note: [18 Nov 2020] – Changes to 51-102CP. Refer to Annex D of the CSA Notice announcing amendments to NI 51-102 dated 20 Aug 2020.

CHANGES TO COMPANION POLICY 51-102CP CONTINUOUS DISCLOSURE OBLIGATIONS

1. *Companion Policy 51-102CP Continuous Disclosure Obligations is changed by this Document.*

2. *Subsection 8.1(4) is changed by adding the following at the end of the subsection:*

Reporting issuers are reminded that an acquisition may constitute the acquisition of a business for securities legislation purposes, even if the acquired set of activities or assets does not meet the definition of a “business” for accounting purposes..

3. *Subsection 8.2(1) is replaced with the following:*

8.2 Significance Tests

(1) **Application of Significance Tests** – Subsection 8.3(2) of the Instrument sets out the required significance tests for determining whether an acquisition of a business by a reporting issuer is a “significant acquisition”. The application of the significance tests depends on the status of the reporting issuer such that:

- (a) if the reporting issuer is not a venture issuer, an acquisition is significant if it satisfies two or more of the significance tests at a 30% threshold; or
- (b) if the reporting issuer is a venture issuer, an acquisition is significant if it satisfies either of the asset or investment test at a 100% threshold.

The test must be applied as at the acquisition date using the most recent audited annual financial statements of the reporting issuer and the business..

4. *Paragraph 8.6(4)(b) is replaced with the following:*

(b) When complete financial records of the business acquired do not exist, carve-out financial statements should be prepared..

5. These changes become effective on November 18, 2020.