

Annex A

Summary of changes

Stand-by commitment

In the November 2014 Publication, we proposed a prospectus exemption (in section 2.1.1 of NI 45-106) for securities distributed to a stand-by guarantor as part of a distribution under the Rights Offering Exemption (the **Stand-by Exemption**). We proposed that the Stand-by Exemption would have a restricted period on resale (that is, a four-month hold period). Stand -by guarantors who were already existing security holders would only be subject to a seasoning period on resale.

Upon considering the comments received, we have decided that stand-by guarantors should not be subject to different resale restrictions depending on whether or not they are existing security holders and that stand-by guarantors generally should not be subject to a four-month hold period on the securities they take up as part of the stand-by commitment. A restriction such as a hold period may limit a person's willingness to provide a stand-by commitment and increase the costs to the issuer of the stand-by commitment.

In the Amendments, the Stand-by Exemption now has a seasoning period instead of a restricted period on resale. As a result, the securities distributed under the stand-by commitment will generally have the same resale restrictions as securities distributed under the basic subscription privilege and the additional subscription privilege, except as noted below.

We added guidance to 45-106CP which clarifies that if a registered dealer acquires a security as part of a stand-by commitment, the dealer may use the Stand-by Exemption (and have a seasoning period on resale). However, we would have concerns if a dealer or other person uses the Stand-by Exemption in a situation where the dealer or other person (a) is acting as an underwriter with respect to the distribution, and (b) acquires the security with a view to distribution. In that situation, the dealer or other person should acquire the security under the exemption in section 2.33 of NI 45-106 as per the guidance in section 1.7 of 45-106CP. This approach is consistent with the approach to the use of other prospectus exemptions by dealers acting as underwriters.

Minimal connection exemption

In the November 2014 Publication, we proposed a prospectus exemption (in section 2.1.2 of NI 45-106) for issuers with a minimal connection to Canada (the **Minimal Connection Exemption**) that was consistent with Part 10 of NI 45-101. As described in the November 2014 Publication, the prospectus requirement would not apply to rights offerings in situations where the number of securities and beneficial security holders in Canada, and in the local jurisdiction, is minimal.

In the Amendments, we decided to remove the local jurisdiction aspect of this test. We did not believe issuers should be precluded from using the Minimal Connection Exemption to offer rights to security holders in a local jurisdiction solely because either 5% of the issuer's beneficial security holders reside in the local jurisdiction or 5% of the number of the issuer's securities are held by security holders that reside in the local jurisdiction. In addition, for reporting issuers that do not meet the local jurisdiction test but satisfy the Canada-wide test, we did not believe that the benefits of requiring the issuer to prepare the documents required under the Rights Offering Exemption outweighed the costs. As a result, both reporting and non-reporting issuers will be able to use the Minimal Connection Exemption so long as neither the number of beneficial security holders of the relevant class that are resident in Canada nor the number of securities beneficially held by security holders resident in Canada exceeds 10% of all security holders or securities, as the case may be.

We have also added guidance on the timing for the procedures that an issuer may rely upon to determine the number of beneficial security holders or the number of securities for the purposes of determining whether they can use the Minimal Connection Exemption.

Material facts

Upon considering the comments received, we have decided to include a requirement that the issuer must disclose in the Circular any material facts and material changes that have not yet been disclosed and include a statement that there are no undisclosed material facts or material changes. This approach is substantially similar to the existing security holder exemption where the issuer must represent to the investor that there is no material fact or material change related to the issuer which has not been generally disclosed.