

Proposed Changes to Companion Policy 44-102CP

The following are proposed changes to Companion Policy 44-102CP to National Instrument 44-102 *Shelf Distributions*

1. Proposed changes to subsections 3.1(2) and (3)

PART 3 SHELF PROSPECTUS AMENDMENTS

3.1 Shelf Prospectus Amendments

- (2) Section 5.8 of NI 44-102 permits, in limited circumstances, the requirement in Part 6 of NI 41-101 or other securities legislation to file an amendment to be satisfied by the incorporation by reference of material change reports **or reports of material change, material related entity transaction or major acquisition, as applicable,** filed after the base shelf prospectus has been receipted. This is an exception to the general principle set out in section 3.6 of the Companion Policy to NI 44-101. That section provides that the requirement in NI 41-101 or other securities legislation to file an amendment is not satisfied by the incorporation by reference of material change reports **or reports of material change, material related entity transaction or major acquisition, as applicable,** filed after the short form prospectus has been receipted. The exception in section 5.8 of the NI 44-102 is limited to periods in which no securities are being distributed under the base shelf prospectus.
- (3) If securities are being distributed under a base shelf prospectus, the general principle referred in subsection (2) applies. The requirement of NI 41-101 or other securities legislation to file an amendment to a prospectus if a material change occurs may be satisfied by filing an amendment which is also a material change report **or report of material change, material related entity transaction or major acquisition, as applicable.** In these circumstances, the material change report **or report of material change, material related entity transaction or major acquisition, as applicable,** would:
- (a) state that the base shelf prospectus is amended and supplemented by the contents of the material change report **or reports of material change, material related entity transaction or major acquisition, as applicable;** and
 - (b) contain the certificates required to be contained in an amendment.