

Proposed Amendments to National Instrument 71-102
Continuous Disclosure and Other Exemptions
Relating to Foreign Issuers

1. ***National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers is amended by this Instrument.***

2. ***Section 1.1 is amended by***
 - (a) ***replacing the definition of "financial statements" with the following:***

“financial statements” includes interim financial reports,;
 - (b) ***adding the following definition:***

“major acquisition” has the same meaning as in section 1 of National Instrument 51-103 *Ongoing Governance and Disclosure Requirements for Venture Issuers*;
 - (c) ***in the definition of “U.S. Market” deleting “; and”, and***
 - (d) ***adding the following definitions:***

“venture issuer” has the same meaning as in section 1 of National Instrument 51-103 *Ongoing Governance and Disclosure Requirements for Venture Issuers*;

“venture issuer annual report” means a completed Form 51-103F1 *Annual and Interim Reports*, prepared as an annual report;

“venture issuer interim report” means a completed Form 51-103F1 *Annual and Interim Reports*, prepared as an interim report;.

3. ***Subparagraph 1.3(b)(i) is amended by***
 - (a) ***replacing "statement and MD&A filings" with "statements and MD&A filings, or, for a venture issuer, the venture issuer annual report and venture issuer interim report," and***
 - (b) ***replacing "or MD&A" with "or MD&A, or for a venture issuer, the venture issuer annual report or venture issuer interim report".***

4. *The following section is added after section 4.4*

4.4.1 Venture Issuer Annual Reports and Venture Issuer Interim Reports – An SEC foreign issuer that is a venture issuer satisfies securities legislation requirements relating to the preparation, approval, filing and delivery of venture issuer annual reports and venture issuer interim reports if it

- (a) complies with the requirements of U.S. federal securities law relating to financial statements and auditor’s reports on annual financial statements;
- (b) complies with the requirements of U.S. federal securities law relating to annual reports, quarterly reports, current reports and management’s discussion and analysis;
- (c) files the financial statements, auditor’s report on annual financial statements, annual report, quarterly report, current report and management’s discussion and analysis filed with or furnished to the SEC;
- (d) complies with section 3.2 of this Instrument; and
- (e) complies with NI 52-107 as it relates to financial statements of the issuer that are included in any documents specified in paragraph (c)..

5. *The following section is added after section 4.5:*

4.5.1 Form 51-103F2 Report of Material Change and Other Material Information

An SEC foreign issuer that is a venture issuer satisfies securities legislation requirements relating to the preparation and filing of a report in accordance with Form 51-103F2 *Report of Material Change or Other Material Information* for a major acquisition if it complies with section 4.5 of this Instrument..

6. *The following section is added after section 5.5*

5.5.1 Venture Issuer Annual Reports and Venture Issuer Interim Reports – A designated foreign issuer that is a venture issuer satisfies securities legislation requirements relating to the preparation, approval, filing and delivery of venture issuer annual reports and venture issuer interim reports if it

- (a) complies with the foreign disclosure requirements relating to financial statements and auditor’s reports on annual financial statements;
- (b) complies with the foreign disclosure requirements relating to annual reports, quarterly reports and management’s discussion and analysis;

- (c) files the financial statements, auditor's report on annual financial statements, annual report, quarterly report and management's discussion and analysis required to be filed with or furnished to the foreign regulatory authority;
- (d) complies with section 3.2 of this Instrument; and
- (e) complies with NI 52-107 as it relates to financial statements of the issuer that are included in any documents specified in paragraph (c)..

7. *The following section is added after section 5.6:*

5.6.1 *Form 51-103F2 Report of Material Change and Other Material Information*

A designated foreign issuer that is a venture issuer satisfies securities legislation requirements relating to the preparation and filing of a report in accordance with Form 51-103F2 *Report of Material Change and Other Material Information* for a major acquisition if it complies with section 5.6 of this Instrument..

8. This instrument comes into force on ●.