

ANNEX C

Proposed Amendments to

National Instrument 45-106 Prospectus and Registration Exemptions

1. *National Instrument 45-106 Prospectus and Registration Exemptions is amended by this Instrument.*
2. *Section 2.22 is amended in paragraph (a) of the definition of “listed issuer” by adding the following subparagraph:*
 - (ii.1) Aequitas Neo Exchange Inc.;
3. This Instrument comes into force on *.