

Annex A2

Proposed Changes to Companion Policy to National Instrument 51-102 *Continuous Disclosure Obligations*

1. *The proposed changes to the Companion Policy to National Instrument 51-102 Continuous Disclosure Obligations are set out in this schedule.*
2. *The Table of Contents is changed by adding the following: “5.6 Venture Issuer Quarterly Highlights”.*
3. *Section 5.4 is changed by*
 - a. *adding “, if the issuer is an issuer that is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1, their” after “in their annual or”,*
 - b. *striking out “the equity investee would meet the thresholds for the significance tests in Part 8” and replacing it with “, , and*
 - c. *striking out “.” after “as at the issuer’s financial year-end” and replacing it with “, either of the following apply*
 - (a) *for a reporting issuer that is not a venture issuer, the equity investee would meet the thresholds for the significance tests in Part 8;*
 - (b) *for a venture issuer, the equity investee would meet the thresholds for the significance tests in Part 8 if “100 percent” is read as “40 percent”.*
4. *Part 5 is changed by adding the following section:*

5.6 Venture Issuers without Significant Revenue - Quarterly Highlights

- (1) A venture issuer without significant revenue in the most recently completed financial year may be able to satisfy the requirements of section 2.2.1 of Form 51-102F1 with very brief statements.

For instance, a capital pool company may appropriately limit its discussion to *“This quarter we continued to look for a qualifying transaction. Management reviewed a number of proposals but there are no further developments to report at this time”*.

A mining venture issuer might appropriately limit its discussion to *“This quarter we continued drilling and general exploration on our Nevada property and we plan to continue doing so. During the quarter, we completed 2 drill holes totalling 500 feet”*.

An oil and gas venture issuer might appropriately limit its discussion to *“This quarter our production increased 100 bbl per day. We completed 4 wells and are continuing with our plan to drill 2 more. Production expenses have increased on a per bbl basis due to higher water production”*.

- (2) A venture issuer that provides quarterly highlights is not required to update its annual MD&A in the quarterly highlights. However, to meet the requirements of section 2.2.1 of Form 51-102F1, the venture issuer should disclose in its quarterly highlights any change, if material, from plans disclosed in the annual MD&A. For example, if a mining issuer discloses a drill program in its annual MD&A and decides to make a change to that drill program in a subsequent interim period, that change, if material, should be disclosed in the quarterly highlights for that period.
- (3) When assessing whether an issuer has significant revenue in a financial year, a venture issuer should consider only the actual total revenue reported in its annual financial statements. For example, a venture issuer that begins generating revenue in its fourth quarter should consider whether the amount of revenue generated would be considered significant if the same amount had been earned over the course of a full year. A venture issuer should not annualize revenue earned over a portion of the year when assessing whether those revenues are significant.
- (4) For greater certainty, a reference to interim MD&A is a reference to the quarterly highlights a venture issuer without significant revenue has the option of providing in accordance with section 2.2.1 of Form 51-102F1..

5. *These changes become effective on xx.*

Annex A2

Proposed Changes to Companion Policy to National Instrument 41-101 *General Prospectus Requirements*

1. *The proposed changes to the Companion Policy to National Instrument 41-101 General Prospectus Requirements are set out in this schedule.*
2. *Subsection 4.4(3) is changed*
 - a. *by striking out “the equity investee would meet the thresholds for the significance tests in Item 35 of Form 41-101F1” and replacing it with “,”,*
 - b. *by striking out the “.” and replacing it with “,”, and*
 - c. *by adding the following after “financial year-end,”:*

either of the following apply:

 - (a) for an issuer that is not a venture issuer or an IPO venture issuer, the equity investee would meet the thresholds for the significance tests in Item 35 of Form 41-101F1;
 - (b) for a venture issuer or an IPO venture issuer, the equity investee would meet the thresholds for the significance tests in Item 35 of Form 41-101F1 if “100 percent” is read as “40 percent”..
3. *These changes become effective on xx.*

