

## Annex A4

### **Blackline Excerpts of Proposed Changes to Companion Policy 51-102CP Continuous Disclosure Obligations**

*[These excerpts show the proposed changes blacklined into the current consolidated version. Those portions of the companion policy that contain no proposed changes are denoted by "...". These excerpts are provided for illustrative purposes only.]*

#### **Table of Contents**

...

#### 5.6 Venture Issuer Quarterly Highlights

...

#### **PART 5 MD&A**

...

#### **5.4 Additional Disclosure for Equity Investees**

Section 5.7 of the Instrument requires issuers with significant equity investees to provide in their annual or, if the issuer is an issuer that is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1, their interim MD&A (unless the information is included in their annual financial statements or interim financial report), summarized information about the equity investee. Generally, we will consider that an equity investee is significant if the equity investee would meet the thresholds for the significance tests in Part 8, using the financial statements of the equity investee and the issuer as at the issuer's financial year-end, 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".

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#### 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.

## Annex A4

### **Blackline Excerpts of Proposed Changes to Companion Policy 41-101CP to National Instrument 41-101 General Prospectus Requirements**

*[These excerpts show the proposed changes blacklined into the current consolidated version. Those portions of the companion policy that contain no proposed changes are denoted by "...". These excerpts are provided for illustrative purposes only.]*

#### **MD&A**

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#### **Additional disclosure for issuers with significant equity investees**

**4.4(3)** Section 8.8 of Form 41-101F1 requires issuers with significant equity investees to provide in their long form prospectuses summarized information about the equity investee. Generally, we will consider that an equity investee is significant if ~~the equity investee would meet the thresholds for the significance tests in Item 35 of Form 41-101F1,~~ using the financial statements of the equity investee and the issuer as at the issuer's 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".

