

Annex F

Financial and Consumer Affairs Authority of Saskatchewan (FCAA) Amendments to National Instrument 51-102 *Continuous Disclosure Obligations*, National Instrument 41-101 *General Prospectus Requirements*, and National Instrument 52-110 *Audit Committees*

Authority

The following provisions of *The Securities Act, 1988* (the Act) provide FCAA with authority to adopt the Amendments:

- Paragraph 154(1)(t.1) of the Act authorizes FCAA to make regulations designating issuers or a class of issuers as reporting issuers;
- Paragraph 154(1)(o)(iii), (xi) and (xviii) of the Act authorizes FCAA to make regulations governing prospectuses, including the issuance of receipts for preliminary prospectuses and prospectuses, the form or certificates relating to a prospectus and amendments to a prospectus and the persons required to sign the certificates and requirements for different certificates for different classes of persons or companies to certify a prospectus;
- Paragraph 154(1)(oo) of the Act authorizes FCAA to make regulations exempting any person, company, trade or security from all or any provision of the Act or the regulations, including prescribing any terms or limitations on an exemption and requiring compliance with those terms or limitations;
- Paragraph 154(1)(qq) of the Act authorizes FCAA to make regulations removing any exemption granted by the Act or the regulations, including prescribing conditions or restrictions on the removal of the exemption;
- Paragraph 154(1)(u) of the Act authorizes FCAA to make regulations varying the application of Part XIV of the Act to reporting issuers by prescribing additional requirements;
- Paragraph 154(1)(r) of the Act authorizes FCAA to make regulations governing disclosure obligations pursuant to Part XIV of the Act;
- Paragraph 154(1)(s) of the Act authorizes FCAA to make regulations prescribing requirements respecting financial accounting, reporting and auditing for purposes of the Act and the regulations;
- Paragraph 154(1)(y) of the Act authorizes FCAA to make regulations governing the solicitation of proxies, including prescribing requirements for the solicitation and voting of proxies;
- Paragraph 154(1)(u) of the Act authorizes FCAA to make regulations requiring registered holders or beneficial owners of securities of reporting issuers or other persons or companies on behalf of whom the securities are held to comply, in whole or in part, with Part XIV (Continuous Disclosure) and Part XV (Proxies and Proxy Solicitation);

- Paragraph 154(1)(ii) of the Act authorizes FCAA to make regulations respecting the media, format, preparation, for, content, execution, certification, dissemination and other use, filing and review of all documents required pursuant to or governed by the Act, and the regulations and all documents determined by the regulations to be ancillary to the documents;
- Paragraph 154(1)(ee.1) of the Act authorizes FCAA to make regulations prescribing minimum requirements respecting the governance of reporting issuers;