

ANNEX J

PROPOSED AMENDMENTS TO MULTILATERAL INSTRUMENT 61-101 *PROTECTION OF MINORITY SECURITY HOLDERS IN SPECIAL TRANSACTIONS*

1. *Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions is amended by this Instrument.*
2. *Section 1.1 is amended*
 - (a) *by replacing “Multilateral” with “National” and deleting “, and in Ontario, a formal take-over bid or formal issuer bid as defined in section 89(1) of the Securities Act” in the definition of “bid”,*
 - (b) *by replacing “Multilateral” with “National” and deleting “, and in Ontario, section 89(1) of the Securities Act” in the definition of “issuer bid”,*
 - (c) *by replacing “Multilateral” with “National” and deleting “and in Ontario, section 91 of the Securities Act,” in the definition of “joint actors”,*
 - (d) *by replacing “Multilateral” with “National” wherever the expression occurs, deleting “and in Ontario, subsections 1.3 (1), (2) and (3) of Ontario Securities Commission Rule 62-504 Take-Over Bids and Issuer Bids,” and deleting “and in Ontario, subsections 1.3 (1), (2) and (3) of OSC Rule 62-504 Take-Over Bids and Issuer Bids,” in the definition of “market capitalization”,*
 - (e) *by replacing “Multilateral” with “National” and deleting “, and in Ontario, section 89(1) of the Securities Act” in the definition of “offeree issuer”,*
 - (f) *by replacing “Multilateral” with “National” and deleting “, and in Ontario, section 89(1) of the Securities Act” in the definition of “offeror”, and*
 - (g) *by replacing “Multilateral” with “National” and deleting “, and in Ontario, section 89(1) of the Securities Act” in the definition of “take-over bid”.*
3. *Subsection 1.6(2) is amended*
 - (a) *by replacing “the following provisions apply:” with “the provisions of section 1.8 of National Instrument 62-104 Take-Over Bids and Issuer Bids apply.”,*
 - (b) *by repealing paragraph 1.6(2)(a), and*
 - (c) *by repealing paragraph 1.6(2)(b).*
4. *Paragraph 2.2(1)(d) is amended*
 - (a) *by replacing “Multilateral” with “National”, and*
 - (b) *by deleting “and in Ontario, Form 62-504F2 Issuer Bid Circular of OSC Rule 62-504 Take-Over Bids and Issuer Bids.”,*

5. ***Paragraph 4.2(3)(a) is amended***

(a) ***by replacing “Multilateral” with “National”, and***

(b) ***by deleting “and in Ontario, Form 62-504F2 Issuer Bid Circular of OSC Rule 62-504 Take-Over Bids and Issuer Bids,”.***

6. ***Paragraph 5.3(3)(a) is amended***

(a) ***by replacing “Multilateral” with “National”, and***

(b) ***by deleting “and in Ontario, Form 62-504F2 Issuer Bid Circular of OSC Rule 62-504 Take-Over Bids and Issuer Bids,”.***

7. ***Section 6.10 is amended***

(a) ***by replacing “Multilateral” with “National”, and***

(b) ***by deleting “and in Ontario, sections 94.7 and 96.1 of the Securities Act,”.***

8. This Instrument comes into force on [●].