

ANNEX C

PROPOSED AMENDMENTS TO EXISTING RULES

**PROPOSED AMENDMENTS TO
MULTILATERAL INSTRUMENT 11-102 PASSPORT SYSTEM**

1. *Multilateral Instrument 11-102 Passport System is amended by this Instrument.*
2. *Section 1.1 is amended by:*
 - (a) *deleting the definition of “SEDAR”, and*
 - (b) *adding the following definition:*

“[Renewed System]” has the same meaning as in National Instrument 13-103 [System Replacement Rule];.
3. *Subsection 3.3(1) is amended by:*
 - (a) *replacing “Subject to section 3.5(1), a” with “A”, and*
 - (b) *deleting “on SEDAR”.*
4. *Paragraph 3.3(2)(b) is amended by:*
 - (a) *deleting “subject to section 3.5(2),”, and*
 - (b) *deleting “on SEDAR”.*
5. *Section 3.5 is repealed.*
6. *Section 4.8 is repealed.*
7. *Appendix D is amended by:*
 - (a) *replacing “SEDAR” with “[Renewed System]”, and*
 - (b) *replacing “NI 13-101” with “NI 13-103”.*
8. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 GENERAL PROSPECTUS REQUIREMENTS**

1. *National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.*
2. *Schedule 1 – Part A of Appendix A is amended by replacing “System for Electronic Document Analysis and Retrieval (SEDAR)” with “[Renewed System]” under the heading “General Instructions”.*
3. *Item 36A.1(3)(b)(ii) of Form 41-101F1 is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
4. *Item 36A.1(5) of Form 41-101F1 is amended by replacing “SEDAR” with “[Renewed System]”.*
5. *Item 37.1 of Form 41-101F2 is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
6. *The following items of Part B of Form 41-101F3 are amended by replacing “www.sedar.com” with “[insert website of Renewed System]”:*
 - (a) *Item 4.1(1);*
 - (b) *Item 15.1(2).*
7. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 43-101 STANDARDS OF DISCLOSURE FOR MINERAL
PROJECTS**

1. *National Instrument 43-101 Standards of Disclosure for Mineral Projects is amended by this Instrument.*
2. *Paragraph 6.4(1)(b) is amended by replacing “SEDAR” with “[Renewed System]”.*
3. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 44-101 *SHORT FORM PROSPECTUS DISTRIBUTIONS***

1. *National Instrument 44-101 Short Form Prospectus Distributions is amended by this Instrument.*
2. *Section 1.1 is amended by:*
 - (a) *deleting the definition of “NI 13-101”, and*
 - (b) *adding the following definition:*

“[Renewed System]” has the same meaning as in subsection 1(1) of National Instrument 13-103 [*System Replacement Rule*];
3. *Section 2.2 is amended by replacing paragraph (a) with the following:*
 - (a) the issuer is required or permitted to file or deliver documents through the [Renewed System];
4. *Subsection 2.3(1) is amended by replacing paragraph (a) with the following:*
 - (a) the issuer is required or permitted to file or deliver documents through the [Renewed System];
5. *Subsection 2.6(1) is amended by replacing paragraph (a) with the following:*
 - (a) the issuer is required or permitted to file or deliver documents through the [Renewed System];
6. *Item 1.3 of Form 44-101F1 is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
7. *Item 11.6(3)(b)(ii) of Form 44-101F1 is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
8. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 44-102 *SHELF DISTRIBUTIONS***

1. *National Instrument 44-102 Shelf Distributions is amended by this Instrument.*
2. *Clause 9A.3(7)(b)(iv)(B) is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
3. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 45-102 RESALE OF SECURITIES**

- 1. National Instrument 45-102 Resale of Securities is amended by this Instrument.**
- 2. Section 1.1 is amended by repealing the definition of “SEDAR”.**
- 3. In the following provisions, “on SEDAR” is deleted:**
 - (a) paragraph 2.8(3)(b);**
 - (b) paragraph 2.11(a);**
 - (c) paragraph 2.12(a).**
- 4. The Instruction of Form 45-102F1 is amended by deleting “electronically through SEDAR”.**
- 5. This Instrument comes into force on ●.**

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 45-106 *PROSPECTUS EXEMPTIONS***

1. *National Instrument 45-106 Prospectus Exemptions is amended by this Instrument.*

2. *Section 1.1 is amended*

(a) in the definition of “qualifying issuer” by repealing paragraph (a), and

(b) by repealing the definition of “SEDAR filer”.

3. *Section 5.2 is amended by repealing paragraph (b).*

4. *Item A1 of the General Instructions of Form 45-106F1 is amended by replacing the first paragraph with the following:*

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable filing fee must pay the filing fee and file the information required by this form in the manner and using the templates specified in the [Renewed System], in accordance with National Instrument 13-103 [*System Replacement Rule*].

5. *The third paragraph of Item A1 in the General Instructions of Form 45-106F1 is amended by adding:*

(a) “filing” after “the applicable”, and

(b) the following after “that jurisdiction.”

The issuer or underwriter must pay the filing fee through the [Renewed System] in accordance with National Instrument 13-103 [*System Replacement Rule*].

6. *Item B1 of terms used in Form 45-106F1 is amended by replacing the definition of “SEDAR profile” with the following:*

“[Renewed System] profile” means a profile required under section 4 of National Instrument 13-103 [*System Replacement Rule*].

7. *Item 5(c) of Form 45-106F1 is amended by replacing the heading “SEDAR profile number” with the following:*

[Renewed System] profile number

8. **Form 45-106F1 is amended by replacing Item 5(c) of the Form with the following:**
Provide the issuer's [Renewed System] profile number

--	--	--	--	--	--	--	--

9. **Item 5 of Form 45-106F1 is amended by repealing paragraphs (d) to (h).**

10. **Item 6 of Form 45-106F1 is amended by:**

(a) repealing paragraphs (c) to (e), and

(b) renumbering paragraph (f) as paragraph (c).

11. **Item 7(h) of Form 45-106F1 is amended by replacing the second paragraph of the instructions with the following:**

If those materials have not been previously filed with or delivered to the securities regulatory authority or regulator in those jurisdictions, attach an electronic version..

12. **Form 45-106F2 is amended under the heading “The Issuer” by deleting “SEDAR filer? [Yes/No]”.**

13. **Item 2.2 of Form 45-106F3 is amended by replacing “SEDAR website at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.**

14. **Item 2.3 of Form 45-106F3 is amended by replacing “SEDAR” with “[Renewed System]”.**

15. **Item C1 in the Instructions for Completing Form 45-106F3 is amended by deleting “on SEDAR”.**

16. **The portion of the Form 45-106F3 after Item D2 in the Instructions for Completing Form is amended by replacing “SEDAR” with “[Renewed System]”.**

17. **Item 9 of Form 45-106F14 is amended by replacing “SEDAR” with “[Renewed System]”.**

18. **Item 40 of Form 45-106F15 is amended by replacing “SEDAR” with “[Renewed System]”.**

19. **This Instrument comes into force on ●.**

**PROPOSED AMENDMENTS TO
MULTILATERAL INSTRUMENT 45-108 CROWDFUNDING**

1. *Multilateral Instrument 45-108 Crowdfunding is amended by this Instrument.*
2. *Item 10 of Form 45-108F1 is amended by replacing “SEDAR website at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
3. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 51-101 STANDARDS OF DISCLOSURE FOR OIL AND GAS
ACTIVITIES**

1. *National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities is amended by this Instrument.*
2. *Paragraph 5.18(2)(c) is amended by replacing “SEDAR” with “[Renewed System]”.*
3. *Form 51-101F4 is amended by replacing*
 - (a) “SEDAR” with “[Renewed System]”, and*
 - (b) “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
4. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS**

1. *National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.*
2. *Subsection 1.1(1) is amended by deleting the definition of “electronic format”.*
3. *Paragraph 4.9(i) is amended by replacing “in electronic format” with “electronically”.*
4. *Section 5.8 is amended by replacing “www.sedar.com” wherever it occurs with “[insert website of Renewed System]”.*
5. *Section 9.1.1 is amended by replacing “SEDAR” wherever it occurs with “[Renewed System]”.*
6. *Section 9.1.2 is amended in the heading by replacing “SEDAR” with “[Renewed System]”.*
7. *Section 9.2 is amended by replacing “SEDAR” wherever it occurs with “[Renewed System]”.*
8. *Subsection 12.1(2) is repealed.*
9. *In the following provisions, “in electronic format” is replaced with “electronically”:*
 - (a) *Section 13.3;*
 - (b) *Section 13.4.*
10. *Item 1.15(a) of Form 51-102F1 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
11. *Paragraph (f) of Part 1 of Form 51-102F2 is amended by replacing*
 - (a) *“SEDAR” with “[Renewed System]”, and*
 - (b) *“SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
12. *Item 17.1(1) of Form 51-102F2 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*

13. ***Paragraph (ii) of the Instructions under Item 5.2 of Form 51-102F3 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.***
14. ***Paragraph (d) of Part 1 of Form 51-102F4 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.***
15. ***Paragraph (c) of Part 1 of Form 51-102F5 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.***
16. ***Item 16.1 of Part 2 of Form 51-102F5 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.***
17. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
MULTILATERAL INSTRUMENT 51-105 ISSUERS QUOTED IN THE U.S. OVER-THE-
COUNTER MARKETS**

1. *Multilateral Instrument 51-105 Issuers Quoted in the U.S. Over-the-Counter Markets is amended by this Instrument.*
2. *In the following provisions, “National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR)” is replaced with “National Instrument 13-103 [System Replacement Rule]”:*
 - (a) paragraph 5(a);*
 - (b) subsection 7(2);*
 - (c) subsection 8(3).*
3. *The General Instructions of Form 51-105F3A is amended by replacing “System for Electronic Document Analysis and Retrieval (SEDAR)” with “[Renewed System]”.*
4. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 54-101 COMMUNICATION WITH BENEFICIAL OWNERS
OF SECURITIES OF A REPORTING ISSUER**

1. *National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer is amended by this Instrument.*
2. *Section 1.1 is amended by adding the following definition:*

“[Renewed System]” has the same meaning as in National Instrument 13-101 [System Replacement Rule];.
3. *Section 2.7.1 is amended by replacing “SEDAR” wherever it occurs with “[Renewed System]”.*
4. *Section 2.7.2 is amended by replacing “SEDAR” with “[Renewed System]”.*
5. *Section 2.7.4 is amended in the heading by replacing “SEDAR” with “[Renewed System]”.*
6. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 58-101 DISCLOSURE OF CORPORATE GOVERNANCE
PRACTICES**

1. *National Instrument 58-101 Disclosure of Corporate Governance Practices is amended by this Instrument.*
2. *Section 1.1 is amended by:*
 - (a) *deleting the definition of “SEDAR”, and*
 - (b) *adding the following definition:*

“[Renewed System]” has the same meaning as in National Instrument 13-103 [System Replacement Rule];.
3. *Section 2.3 is amended by deleting “on SEDAR”.*
4. *The Instructions of Form 58-101F1 are amended by replacing “SEDAR” with “[Renewed System]”.*
5. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 62-104 TAKE-OVER BIDS AND ISSUER BIDS**

1. *National Instrument 62-104 Take-Over Bids and Issuer Bids is amended by this Instrument.*
2. *Subsection 3.2(5) is amended by replacing “National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR)” with “National Instrument 13-103 [System Replacement Rule].*
3. *Subsection 3.2(6) is repealed.*
4. *Part 1(b) of Form 62-104F1 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”*
5. *Part 1(b) of Form 62-104F2 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”*
6. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. *National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.*
2. *Form 81-101F1 is amended in Part A by replacing “www.sedar.com” with “[insert website of Renewed System]” in the following provisions:*
 - (a) *Item 3.1;*
 - (b) *Item 3.2;*
 - (c) *Item 14(2).*
3. *Form 81-101F2 is amended in Item 24(2) by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
4. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. *National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.*
2. *In the following provisions, “SEDAR” is replaced with “[Renewed System]”:*
 - (a) *paragraph 5.2(5)(d);*
 - (b) *paragraph 5.3(4)(b).*
3. *Item 1 of Part B of Form 81-106F1 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
4. *Subsection (9) of the Instructions under Item 5 of Part B of Form 81-106F1 is amended by replacing “www.sedar.com” with “[insert website of Renewed System]”.*
5. *Item 1 of Part C of Form 81-106F1 is amended by replacing “SEDAR at www.sedar.com” with “[Renewed System] at [insert website of Renewed System]”.*
6. This Instrument comes into force on ●.

**PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 81-107 *INDEPENDENT REVIEW COMMITTEE FOR
INVESTMENT FUNDS***

1. *National Instrument 81-107 Independent Review Committee for Investment Funds is amended by this Instrument.*
2. *In the following provisions, “SEDAR” is replaced with “[Renewed System]”:*
 - (a) *paragraph 1 of the Commentary to section 4.4;*
 - (b) *paragraph 5 of the Commentary to section 5.3;*
 - (c) *paragraph 3 of the Commentary to section 6.2.*
3. This Instrument comes into force on ●.