

Appendix F

Amendments to Companion Policy 44-101CP to National Instrument 44-101 *Short Form Prospectus Distributions*

1. This Instrument amends Companion Policy 44-101CP to National Instrument 44-101 Short Form Prospectus Distributions.

2. Companion Policy 44-101CP to National Instrument 44-101 Short Form Prospectus Distributions is amended by adding the following after section 4.13:

4.14 Dissemination of Forward-Looking Information - During the course of a distribution of securities, the dissemination of any material forward-looking information that is not contained in the prospectus could indicate a failure to provide in the prospectus full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and result in the prospectus constituting a misrepresentation. Where an extract of FOFI (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) is disseminated, the extract or summary must be reasonable and balanced and shall have a cautionary note in bold face stating that the information presented is not complete and that complete FOFI is included in the prospectus.

3. These amendments come into force on •, 2007.

Amendments to Form 44-101F1 *Short Form Prospectus of* National Instrument 44-101 *Short Form Prospectus Distributions*

1. This Instrument amends Form 44-101F1 Short Form Prospectus.

2. Form 44-101F1 Short Form Prospectus is amended by adding the following after paragraph (12) under the heading “Instructions”:

(13) Forward-looking information included in a prospectus must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook (each, as defined in NI 51-102) included in a prospectus must comply with Part 4B of NI 51-102.

3. *This amendment comes into force on •, 2007.*

**Amendments to
Form 45-101F Information Required in a Rights Offering Circular of
National Instrument 45-101 Rights Offerings**

1. *This Instrument amends Form 45-101F Information Required in a Rights Offering Circular.*

2. *Form 45-101F Information Required in a Rights Offering Circular is amended by adding the following after item 16.1:*

Item 17 – Forward-Looking Information

17.1 – Forward-Looking Information

Forward-looking information included in a rights offering circular must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook (each, as defined in NI 51-102) included in a rights offering circular must comply with Part 4B of NI 51-102.

3. *This amendment comes into force on •, 2007.*

**Amendments to
Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers of
National Instrument 45-106 Prospectus and Registration Exemptions**

1. *This Instrument amends Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers.*

2. *Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers is amended by,*

(a) *adding the following after item A.10 under the heading “Instructions for Completing Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers”:*

11. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. Where an extract of FOFI (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) is disseminated, the extract or summary must be reasonable and balanced and shall have a cautionary note in bold face stating that the

information presented is not complete and that complete FOFI is included in the offering memorandum., *and*

- (b) *striking* “Refer to National Policy 48 *Future Oriented Financial Information* if future oriented financial information is included in the offering memorandum.” *in item B.12 under the heading “Instructions for Completing Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers” and substituting* “Forward-looking information included in an offering memorandum must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook (each, as defined in NI 51-102) included in an offering memorandum must comply with Part 4B of NI 51-102.”

3. *These amendments come into force on •, 2007.*

**Amendments to
Form 45-106F3 Offering Memorandum for Qualifying Issuers of
National Instrument 45-106 Prospectus and Registration Exemptions**

1. *This Instrument amends Form 45-106F3 Offering Memorandum for Qualifying Issuers.*

2. *Form 45-106F3 Offering Memorandum for Qualifying Issuers is amended by,*

- (a) *adding the following after item A.11 under the heading “Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers”*

12. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. Where an extract of FOFI (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) is disseminated, the extract or summary must be reasonable and balanced and shall have a cautionary note in bold face stating that the information presented is not complete and that complete FOFI is included in the offering memorandum., *and*

- (b) *striking* “Refer to National Policy 48 *Future Oriented Financial Information* if future oriented financial information is included in the offering memorandum.” *in item B.2 under the heading “Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers” and substituting* “Forward-looking information included in an offering memorandum must comply with section 4A.2 of NI 51-102 and

must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook (each, as defined in NI 51-102) included in an offering memorandum must comply with Part 4B of NI 51-102.”

3. These amendments come into force on •, 2007.