

APPENDIX D

Schedule 2

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

1.1 Form 44-101 *Short Form Prospectus* is amended by this Instrument.

1.2 The INSTRUCTIONS before Item 1 are amended

- (a) **in Instruction (1), by striking out “, and, in Québec, not to make any misrepresentation likely to affect the value or market price of,”;**
- (b) **in Instruction (2) by adding “or NI 41-101” before “shall bear that definition or interpretation.”;**
- (c) **in Instruction (8),**
 - (i) **by striking out “, and in Quebec, disclosure of all material facts likely to affect the value or the market price of the securities to be distributed,”;**
 - (ii) **by adding “For this purpose, subsidiaries and investees include entities that are consolidated, proportionately consolidated, or accounted for using the equity method.” after “If it is more likely than not that a person or company will become a subsidiary or investee, it may be necessary to also include disclosure with respect to the person or company.”;**
- (d) **by adding the following after Instruction (12):**
 - (13) *If an issuer discloses financial information in a short form prospectus in a currency other than the Canadian dollar, prominently disclose the currency in which the financial information is disclosed.*
 - (14) *Except as otherwise required or permitted, include information in a narrative form. The issuer may include graphs, photographs, maps, artwork or other forms of illustration, if relevant to the business of the issuer or the distribution and not misleading. Include descriptive headings. Except for*

information that appears in a summary, information required under more than one item need not be repeated.

(15) Certain requirements in this Form 44-101F1 make reference to requirements in another instrument. Issuers must also refer to any instructions to the requirements in the other instrument unless otherwise noted.

1.3 Item 1.3 is amended by striking out “[Insert if the offering is made in Quebec - “For the purpose of the Province of Quebec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained without charge from the secretary of the issuer at the above-mentioned address and telephone number and is also available electronically at www.sedar.com]”.

1.4 Item 1.6 is amended by

- (a) repealing subsection (2) and substituting the following:**
 - (2)** If there is an over-allotment option or an option to increase the size of the distribution before closing,
 - (a)** disclose that a purchaser who acquires securities forming part of the underwriters’ over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases, and
 - (b)** describe the terms of the option.
- (b) by adding the following after subsection (3):**
 - (3.1)** If a minimum subscription amount is required from each subscriber, provide details of the minimum subscription requirements in the table required under subsection (1).
- (c) adding the following after subsection (7):**

INSTRUCTIONS

(1) *Estimate amounts, if necessary. For non-fixed price distributions that are being made on a best efforts basis, disclosure of the information called for by the table may be set forth as a percentage or a range of percentages and need not be set forth in tabular form.*

(2) *If debt securities are being distributed, also express the information in the table as a percentage.*

1.5 The following Item 1.6.1 is added after item 1.6:

1.6.1 Offering price in currency other than Canadian dollar - If the offering price of the securities being distributed is disclosed in a currency other than the Canadian dollar, disclose in bold face type the reporting currency.

1.6 The following is added after Item 1.7:

1.7.1 Pricing Range -If the offering price or the number of securities being distributed has not been determined at the date of the preliminary short form prospectus, disclose a *bona fide* estimate of the range in which the offering price or the number of securities being distributed is expected to be set.

1.7 Item 1.10 is amended by repealing the INSTRUCTIONS after subsection (6).

1.8 Item 1.11 is repealed and the following is substituted:

1.11 International Issuers - If the issuer, a selling security holder, any person or company required to provide a certificate under Part 5 of NI 41-101, other than the issuer, is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the short form prospectus, with the bracketed information completed:

“The [issuer, selling security holder, person or company signing a certificate under Part 5 of NI 41-101 or securities legislation] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. Although [the person or company described above] has appointed [name(s) and addresses of agent(s) for service] as its agent(s) for service of

process in [list jurisdictions] it may not be possible for investors to realize on judgments obtained in Canada against [the person or company described above].”

1.9 Item 1.12 is repealed and the following is substituted:

1.12 Restricted securities

- (1) Describe the numbers and class or classes of restricted securities being distributed using the appropriate restricted security term in the same type face and type size as the rest of the description.
- (2) If the securities being distributed are restricted securities and the holders of the securities do not have the right to participate in a takeover bid made for other equity securities of the issuer, disclose that fact.

1.10 ITEM 4 is repealed and the following is substituted:

Item 4 Use of Proceeds

4.1 Proceeds

- (1) State the estimated net proceeds to be received by the issuer or selling security holder or, in the case of a non-fixed price distribution or a distribution to be made on a best efforts basis, the minimum amount, if any, of net proceeds to be received by the issuer or selling security holder from the sale of the securities distributed.
- (2) State the particulars of any provisions or arrangements made for holding any part of the net proceeds of the distribution in trust or escrow subject to the fulfillment of conditions.
- (3) If the short form prospectus is used for a special warrant or similar transaction, state the amount that has been received by the issuer of the special warrants or similar securities on the sale of the special warrants or similar securities.

4.2 Principal purposes – generally

- (1) Describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the net proceeds will be used by the issuer.
- (2) If the closing of the distribution is subject to a minimum subscription, provide disclosure of the use of proceeds for the minimum and maximum subscriptions.

4.3 Principal purposes – indebtedness

- (1) If more than 10% of the net proceeds will be used to reduce or retire indebtedness and the indebtedness was incurred within the 2 preceding years, describe the principal purposes for which the proceeds of the indebtedness were used.
- (2) If the creditor is an insider, associate or affiliate of the issuer, identify the creditor and the nature of the relationship to the issuer and the outstanding amount owed.

4.4 Principal purposes – asset acquisition

- (1) If more than 10% of the net proceeds are to be used to acquire assets, describe the assets.
- (2) If known, disclose the particulars of the purchase price being paid for or being allocated to the assets or categories of assets, including intangible assets.
- (3) If the vendor of the assets is an insider, associate or affiliate of the issuer, give the name of the vendor and the method used in determining the purchase price.
- (4) Describe the nature of the title to or interest in the assets to be acquired by the issuer.

- (5) If part of the consideration for the acquisition of the assets consists of securities of the issuer, give brief particulars of the class, number or amount, voting rights, if any, and other appropriate information relating to the securities, including particulars of the issuance of securities of the same class within the 2 preceding years.

4.5 Principal purposes – insiders, etc. - If an insider, associate or affiliate of the issuer will receive more than 10% of the net proceeds, identify the insider, associate or affiliate and disclose the amount of net proceeds to be received.

4.6 Principal purposes – research and development - If more than 10% of the net proceeds from the distribution will be used for research and development of products or services, describe

- (a) the timing and stage of research and development programs that management anticipates will be reached using such proceeds,
- (b) the major components of the proposed programs that will be funded using the proceeds from the distribution, including an estimate of anticipated costs,
- (c) if the issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and
- (d) the additional steps required to reach commercial production and an estimate of costs and timing.

4.7 Business objectives and milestones

- (1) State the business objectives that the issuer expects to accomplish using the net proceeds of the distribution under item 4.1.
- (2) Describe each significant event that must occur for the business objectives described under subsection (1) to be accomplished and state the specific

time period in which each event is expected to occur and the costs related to each event.

4.8 Unallocated funds in trust or escrow

- (1) - Disclose that unallocated funds will be placed in a trust or escrow account, invested or added to the working capital of the issuer.
- (2) Give details of the arrangements made for, and the persons or companies responsible for,
 - (a) the supervision of the trust or escrow account or the investment of unallocated funds, and
 - (b) the investment policy to be followed.

4.9 Other sources of funding - If any material amounts of other funds are to be used in conjunction with the proceeds, state the amounts and sources of the other funds.

4.10 Financing by special warrants, etc.

- (1) If the short form prospectus is used to qualify the distribution of securities issued upon the exercise of special warrants or the exercise of other securities acquired on a short form prospectus-exempt basis, describe the principal purposes for which the proceeds of the short form prospectus-exempt financing were used or are to be used.
- (2) If all or a portion of the funds have been spent, explain how the funds were spent.

INSTRUCTION

For the purposes of the disclosure in item 4.2, the phrase “for general corporate purposes” will generally not be sufficient.

1.11 Item 5.1 is repealed and the following is substituted:

5.1 Disclosure of Conditions to Underwriters' Obligations - If securities are distributed by an underwriter that has agreed to purchase all of the securities at a specified price and the underwriter's obligations are subject to conditions,

- (a) include a statement in substantially the following form, with the bracketed information completed and with modifications necessary to reflect the terms of the distribution:

“Under an agreement dated [insert date of agreement] between [insert name of issuer or selling security holder] and [insert name(s) of underwriter(s)], as underwriter[s], [insert name of issuer or selling security holder] has agreed to sell and the underwriter[s] [has/have] agreed to purchase on [insert closing date] the securities at a price of [insert offering price], payable in cash to [insert name of issuer or selling security holder] against delivery. The obligations of the underwriter[s] under the agreement may be terminated at [its/their] discretion on the basis of [its/their] assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The underwriter[s] [is/are], however, obligated to take up and pay for all of the securities if any of the securities are purchased under the agreement.”, and

- (b) describe any other conditions and indicate any information known that is relevant to whether such conditions will be satisfied.

1.12 Item 5.4 is repealed and the following is substituted:

5.4 Stabilization - If the issuer, a selling security holder or an underwriter knows or has reason to believe that there is an intention to over-allot or that the price of any security may be stabilized to facilitate the distribution of the securities, describe the nature of these transactions, including the anticipated size of any over-allocation position, and explain how the transactions are expected to affect the price of the securities.

1.13 The following is added after item 5.4:

5.4.1 Underwriting discounts - Interests of management and others in material transactions - Disclose any material underwriting discounts or commissions on the sale of securities by the issuer if any of the persons or companies listed under item 13.1 of NI

51-102F2 were or are to be an underwriter or are associates, affiliates or partners of a person or company that was or is to be an underwriter.

1.14 Item 5.5 is repealed and the following is substituted:

5.5 Minimum distribution - If securities are being distributed on a best efforts basis and minimum funds are to be raised, state

- (a) the minimum funds to be raised,
- (b) that the issuer must appoint a registered dealer authorized to make the distribution, a Canadian financial institution, or a lawyer who is a practicing member in good standing with a law society of a jurisdiction in which the securities are being distributed, or in Quebec a notary, to hold in trust all funds received from subscriptions until the minimum amount of funds stipulated in paragraph (a) has been raised, and
- (c) that if the minimum amount of funds is not raised within the distribution period, the trustee must return the funds to the subscribers without any deductions.

5.5.1 Approvals - If the purpose of the distribution is to fund in whole or in part a new business of the issuer and the issuer has not obtained all material licenses, registrations and approvals necessary for the operation of the business, include a statement that

- (a) the issuer must appoint a registered dealer authorized to make the distribution, a Canadian financial institution, or a lawyer who is a practicing member in good standing with a law society of a jurisdiction in which the securities are being distributed, or in Quebec a notary, to hold in trust all funds received from subscriptions until all material licenses, registrations and approvals necessary for the operation of the business have been obtained, and
- (b) if all material licenses, registrations and approvals necessary for the operation of the business have not been obtained within 90 days from the

date of receipt of the final short form prospectus, the trustee must return the funds to subscribers.

1.15 Item 5.6 is repealed and the following is substituted:

5.6 Reduced Price Distributions - If the underwriter may decrease the offering price after the underwriter has made a reasonable effort to sell all of the securities at the initial offering price disclosed in the short form prospectus in accordance with the procedures permitted by this Instrument, disclose this fact and that the compensation realized by the underwriter will be decreased by the amount that the aggregate price paid by purchasers for the securities is less than the gross proceeds paid by the underwriter to the issuer or selling security holder.

1.16 The following is added after item 5.9:

5.10 Special warrants acquired by underwriters or agents - Disclose the number and dollar value of any special warrants acquired by any underwriter or agent and the percentage of the distribution represented by those special warrants.

1.17 Item 6.1 is amended

(a) by repealing subsection (1) and substituting the following:

- (1)** If the securities being distributed are debt securities having a term to maturity in excess of one year or are preferred shares, disclose the following earnings coverage ratios adjusted in accordance with subsection (2):
- (a) the earnings coverage ratio based on the most recent 12 month period included in the issuer's current annual financial statements,
 - (b) if there has been a change in year end and the issuer's most recent financial year is less than nine months in length, the earnings coverage calculation for its old financial year, and
 - (c) the earnings coverage ratio based on the 12 month period ended on the last day of the most recently completed period for which interim financial statements of the issuer have been included in the short form prospectus.

(b) **in subsection (2)(c) by adding “, since the date of the annual or interim financial statements,” after “in accordance with the issuer’s GAAP”;**

(c) **by repealing subsection (5) and substituting the following:**

(5) If the short form prospectus includes a *pro forma* income statement, calculate the *pro forma* earnings coverage ratios for the periods of the *pro forma* income statement, and disclose them in the short form prospectus.

(d) **by adding the following after *Instruction (1)*:**

(1.1) *If the issuer's financial year is less than 12 months in length, the earnings coverage ratio in subsection (1) should be calculated on an annualized basis.*

(e) **by striking out *Instruction (8)*.**

1.18 Item 7.3(b) is amended by striking out “and” at the end of subparagraph (ii) and adding the following after subparagraph (iii):

(iv) servicing and other administrative fees, and

(v) any significant variances experienced in the matters referred to in subparagraphs (i) through (iii);

1.19 Item 7.7 is repealed and the following is substituted:

7.7 Restricted securities

(1) If the issuer has outstanding, or proposes to distribute under a short form prospectus restricted securities, subject securities or securities that are, directly or indirectly, convertible into or exercisable or exchangeable for restricted securities or subject securities, provide a detailed description of

(a) the voting rights attached to the restricted securities that are the subject of the distribution or that will result from the distribution, either directly or

following a conversion exchange or exercise, and the voting rights, if any, attached to the securities of any other class of securities of the issuer that are the same or greater on a per security basis than those attached to the restricted securities,

- (b) any significant provisions under applicable corporate and securities law that do not apply to the holders of the restricted securities that are the subject of the distribution or that will result from the distribution, either directly or following a conversion exchange or exercise, but do apply to the holders of another class of equity securities, and the extent of any rights provided in the constating documents or otherwise for the protection of holders of the restricted securities,
 - (c) any rights under applicable corporate law, in the constating documents or otherwise, of holders of restricted securities that are the subject of the distribution or that will result from the distribution, either directly or following a conversion exchange or exercise, to attend, in person or by proxy, meetings of holders of equity securities of the issuer and to speak at the meetings to the same extent that holders of equity securities are entitled, and
 - (d) how the issuer complied with, or basis upon which it was exempt from, the requirements of Part 7 of NI 41-101.
- (2) If holders of restricted securities do not have all of the rights referred to in subsection (1) the detailed description referred to in that subsection must include, in bold type, a statement of the rights the holders do not have.
- (3) If the issuer is required to include the disclosure referred to in subsection (1), state the percentage of the aggregate voting rights attached to the issuer's securities that will be represented by restricted securities after giving effect to the issuance of the securities being offered.

1.20 Item 7.9 is repealed and the following is substituted:

Ratings

- 7.9** If the issuer has asked for and received a stability rating, or if the issuer has received any other kind of rating, including a provisional rating, from one or more approved rating organizations for the securities being distributed and the rating or ratings continue in effect, disclose
- (a) each security rating, including a provisional rating or stability rating, received from an approved rating organization,
 - (b) the name of each approved rating organization that has assigned a rating for the securities to be distributed,
 - (c) a definition or description of the category in which each approved rating organization rated the securities to be distributed and the relative rank of each rating within the organization's classification system,
 - (d) an explanation of what the rating addresses and what attributes, if any, of the securities to be distributed are not addressed by the rating,
 - (e) any factors or considerations identified by the approved rating organization as giving rise to unusual risks associated with the securities to be distributed,
 - (f) a statement that a security rating or a stability rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization, and
 - (g) any announcement made by, or any proposed announcement known to the issuer to be made by, an approved rating organization that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this paragraph.

INSTRUCTION

There may be factors relating to a security that are not addressed by a ratings agency when they give a rating. For example, in the case of cash settled derivatives, factors in addition to the creditworthiness of the issuer, such as the continued subsistence of the underlying interest or the volatility of the price, value or level of the underlying interest may be reflected in the rating analysis. Rather than being addressed in the rating itself, these factors may be described by an approved rating organization by way of a superscript or other notation to a rating. Any such attributes must be discussed in the disclosure under this item.

1.21 The following is added after Item 7:

Item 7A. Prior Sales

7A.1 Prior Sales - For each class of securities of the issuer distributed under the short form prospectus and securities that are convertible into those classes of securities, state, for the 12 month period before the date of the short form prospectus,

- (a) the price at which the securities have been sold, and
- (b) the number of securities sold.

7A.2 Trading Price and Volume

- (1) For each class of securities of the issuer that is traded or quoted on a Canadian marketplace, identify the marketplace and the price ranges and volume traded or quoted on the Canadian marketplace on which the greatest volume of trading or quotation generally occurs.
- (2) If a class of securities of the issuer is not traded or quoted on a Canadian marketplace, but is traded or quoted on a foreign marketplace, identify the foreign marketplace and the price ranges and volume traded or quoted on the foreign marketplace on which the greatest volume or quotation generally occurs.

- (3) Provide the information required under subsections (1) and (2) on a monthly basis for each month or, if applicable, partial months of the 12-month period before the date of the short form prospectus.

1.22 Item 10.1 is amended

- (a) **by repealing subsection (2) and substituting the following:**

- (2) Describe any proposed acquisition by an issuer that
 - (a) has progressed to a state where a reasonable person would believe that the likelihood of the issuer completing the acquisition is high; and
 - (b) would be a significant acquisition for the purposes of Part 8 of NI 51-102 or would be if it were not a reverse takeover as defined in NI 51-102 if completed as of the date of the short form prospectus.

- (b) **by repealing subsection (3) and substituting the following:**

- (3) If disclosure about an acquisition or proposed acquisition is required under subsection (1) or (2), include financial statements or other information of the acquisition or proposed acquisition if the inclusion of the financial statements is necessary for the short form prospectus to contain full, true and plain disclosure of all the material facts relating to the securities being distributed.

- (c) **by renumbering item 10.1 as item 10.2;**

- (d) **by adding the following before item 10.2**

Item 10.1 Application and Definitions - This Item does not apply to a completed or proposed transaction by the issuer that was or will be accounted for as a reverse takeover or a transaction that is a probable reverse takeover.

1.23 The following is added after Item 10.

Item 10A Reverse Takeover and Probable Reverse Takeover

10A.1 Completed Reverse Takeover Disclosure – If the issuer has completed a reverse takeover since the end of the financial year in respect of which the issuer’s current AIF is incorporated by reference into the short form prospectus under paragraph 1. of subsection 11.1(1), provide disclosure about the reverse takeover acquirer by complying with the following:

1. If the reverse takeover acquirer satisfies the criteria set out in paragraphs 2.2(a), (b), (c), and (d) of the Instrument, incorporating by reference into the short form prospectus all documents that would be required to be incorporated by reference under Item 11 if the reverse takeover acquirer were the issuer of the securities.
2. If paragraph 1 does not apply to the reverse takeover acquirer, including in the short form prospectus the same disclosure about the reverse takeover acquirer that would be required to be contained in a prospectus, other than a short form prospectus in the form of this Form, if the reverse takeover acquirer were the issuer of the securities being distributed and the reverse takeover acquirer was distributing those securities by way of the prospectus.

10A.2 Probable Reverse Takeover Disclosure – If the issuer is involved in a probable reverse takeover, provide disclosure about the probable reverse takeover acquirer by complying with the following:

1. If the probable reverse takeover acquirer satisfies the criteria set out in paragraphs 2.2(a), (b), (c), and (d) of the Instrument, incorporating by reference into the short form prospectus all documents that would be required to be incorporated by reference under Item 11 if the probable reverse takeover acquirer were the issuer of the securities.
2. If paragraph 1 does not apply to the probable reverse takeover acquirer, including in the short form prospectus the same disclosure about the probable reverse takeover acquirer that would be required to be contained in a prospectus, other than a short form prospectus in the form of this Form, if the probable reverse takeover acquirer were the issuer of the securities being distributed and the probable reverse takeover acquirer was distributing those securities by way of the prospectus.

1.24 Item 11.1 is amended

(a) **by deleting “end” and substituting “beginning” in paragraph 6. and by deleting “.” at the end of paragraph 6 and adding the following “, unless the issuer**

(a) incorporated the BAR by reference into its AIF, or

(b) incorporated at least 9 months of the acquired business or related businesses operations into the issuer’s most recent financial statements.”

(b) **by deleting “end” and substituting “beginning” in paragraph 7.**

(c) **by adding the following after paragraph 7.:**

8. The most recent Form 51-101F1 - *Statement of Reserves Data and Other Oil and Gas Information*, Form 51-101F2 - *Report on Reserves Data by Independent Qualified Reserves Evaluator or Auditor* and Form 51-101F3 - *Report of Management and Directors on Oil and Gas Disclosure*, filed by an SEC issuer as that term is defined in NI 51-102, unless

(a) the issuer's current AIF is in the form of Form 51-102F2; or

(b) the issuer is otherwise exempted from the requirements of National Instrument 51-101 - *Standards of Disclosure for Oil and Gas Activities*.

(d) **by renumbering paragraphs 8. and 9. as paragraphs 9. and 10. and by repealing paragraph 10. and substituting the following:**

10. Any other disclosure document of the type listed in paragraphs 1 through 8 that the issuer has filed pursuant to an exemption from any requirement under securities legislation since the beginning of the financial year in respect of which the issuer’s current AIF is filed.

1.25 Item 11.3 is amended

(a) **by repealing subsection (1) and substituting the following:**

If the issuer does not have a current AIF or current annual financial statements and is relying on the exemption in subsection 2.7(1) of the Instrument, include the

disclosure, including financial statements and related MD&A, that would otherwise have been required to have been included in a current AIF and current annual financial statements and related MD&A under section 11.1.

- (b) **in the INSTRUCTION by striking out “reorganization” and substituting “restructuring transaction”.**

1.26 Item 12.1, 4. is amended by striking out “, and in Quebec, disclosure of all material facts likely to affect the value or the market price, of”.

1.27 Item 13 is repealed and the following is substituted:

Item 13 Exemptions for Certain Issues of Guaranteed Securities

13.1 Definitions and interpretation

- (1) In this Item

(a) the impact of subsidiaries, on a combined basis, on the financial results of the parent entity is “minor” if each item of the summary financial information of the subsidiaries, on a combined basis, represents less than 3% of the total consolidated amounts,

(b) a parent entity has “limited independent operations” if each item of its summary financial information represents less than 3% of the total consolidated amounts,

(c) a subsidiary is a “finance subsidiary” if it has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the security being distributed and any other securities guaranteed by its parent entity,

(d) “parent credit supporter” means a credit supporter of which the issuer is a subsidiary,

(e) “parent entity” means a parent credit supporter for the purposes of items 13.2 and 13.3 and an issuer for the purpose of item 13.4,

- (f) “subsidiary credit supporter” means a credit supporter that is a subsidiary of the parent credit supporter, and
 - (g) “summary financial information” includes the following line items:
 - (i) sales or revenues;
 - (ii) income from continuing operations;
 - (iii) net earnings or loss; and
 - (iv) unless the issuer’s GAAP permits the preparation of the credit support issuer’s balance sheet without classifying assets and liabilities between current and non-current and the credit support issuer provides alternative meaningful financial information which is more appropriate to the industry,
 - (A) current assets;
 - (B) non-current assets;
 - (C) current liabilities; and
 - (D) non-current liabilities.
- (2) For the purposes of this Item, consolidating summary financial information must be prepared on the following basis
- (a) an entity’s annual or interim summary financial information must be derived from the entity’s financial information underlying the corresponding consolidated financial statements of the parent entity included in the short form prospectus,
 - (b) the parent entity column must account for investments in all subsidiaries under the equity method, and

- (c) all subsidiary entity columns must account for investments in non-credit supporter subsidiaries under the equity method.

13.2 Issuer is wholly-owned subsidiary of parent credit supporter - Despite items 6 and 11, an issuer is not required to incorporate by reference into the short form prospectus any of its documents under paragraphs 1 to 4 and 6 to 8 of subsection 11.1(1) or include in the short form prospectus its earning coverage ratios under item 6.1, if

- (a) a parent credit supporter has provided full and unconditional credit support for the securities being distributed;
- (b) the parent credit supporter satisfies the criterion in paragraph 2.4(1)(b) of the Instrument;
- (c) the securities being distributed are non-convertible debt securities, non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the parent credit supporter;
- (d) the parent credit supporter is the beneficial owner of all the issued and outstanding equity securities of the issuer;
- (e) no other subsidiary of the parent credit supporter has provided a guarantee or alternative credit support for all or substantially all of the payments to be made under the securities being distributed;
- (f) the issuer includes in the short form prospectus either
 - (i) a statement that the financial results of the issuer are included in the consolidated financial results of the parent credit supporter, if
 - (A) the issuer is a finance subsidiary, and
 - (B) the impact of any subsidiaries of the parent credit supporter on a combined basis, excluding the issuer, on the

consolidated financial results of the parent credit supporter is minor, or

- (ii) for the periods covered by the parent credit supporter's interim and annual consolidated financial statements included in the short form prospectus under item 12.1, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:
 - (A) the parent credit supporter;
 - (B) the issuer;
 - (C) any other subsidiaries of the parent credit supporter on a combined basis;
 - (D) consolidating adjustments;
 - (E) the total consolidated amounts.

13.3 Issuer is wholly-owned subsidiary of, and one or more subsidiary credit supporters controlled by, parent credit supporter -

- (1) Despite items 6, 11 and 12, an issuer is not required to incorporate by reference into the short form prospectus any of its documents under paragraphs 1 to 4 and 6 to 8 of subsection 11.1(1), or include in the short form prospectus its earning coverage ratios under item 6.1, or include in the short form prospectus the disclosure of one or more subsidiary credit supporters required by item 12.1, if
 - (a) a parent credit supporter and one or more subsidiary credit supporters have each provided full and unconditional credit support for the securities being distributed;
 - (b) the parent credit supporter satisfies the criterion in paragraph 2.4(1)(b) of the Instrument;

- (c) the guarantees or alternative credit supports are joint and several;
- (d) the securities being distributed are non-convertible debt securities, non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the parent credit supporter;
- (e) the parent credit supporter is the beneficial owner of all the issued and outstanding equity securities of the issuer;
- (f) the parent credit supporter controls each subsidiary credit supporter and the parent credit supporter has consolidated the financial statements of each subsidiary credit supporter into the parent credit supporter's financial statements that are included in the short form prospectus; and
- (g) the issuer includes in the short form prospectus for the periods covered by the parent credit supporter's financial statements included in the short form prospectus under item 12.1, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:
 - (i) the parent credit supporter;
 - (ii) the issuer;
 - (iii) each subsidiary credit supporter on a combined basis;
 - (iv) any other subsidiaries of the parent credit supporter on a combined basis;
 - (v) consolidating adjustments;
 - (vi) the total consolidated amounts,

- (2) Despite paragraph (1)(g)

- (a) if the impact of any subsidiaries of the parent credit supporter on a combined basis, excluding the issuer and all subsidiary credit supporters, on the consolidated financial results of the parent credit supporter is minor, column (iv) may be combined with another column, and
- (b) if the issuer is a finance subsidiary, column (ii) may be combined with another column.

13.4 One or more credit supporters controlled by issuer - Despite Item 12, an issuer is not required to include in the short form prospectus the credit supporter disclosure for one or more credit supporters required by item 12.1, if

- (a) one or more credit supporters have each provided full and unconditional credit support for the securities being distributed,
- (b) if there is more than one credit supporter, the guarantee or alternative credit supports are joint and several,
- (c) the securities being distributed are non-convertible debt securities or non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the issuer,
- (d) the issuer controls each credit supporter and the issuer has consolidated the financial statements of each credit supporter into the issuer's financial statements that are included in the short form prospectus, and
- (e) the issuer includes in the short form prospectus either
 - (i) a statement that the financial results of the credit supporter(s) are included in the consolidated financial results of the issuer, if
 - (A) the issuer has limited independent operations, and
 - (B) the impact of any subsidiaries of the issuer on a combined basis, excluding the credit supporter(s) but including any subsidiaries of the credit supporter(s) that are not

themselves credit supporters, on the consolidated financial results of the issuer is minor, or

- (ii) for the periods covered by the issuer's financial statements included in the short form prospectus under Item 11, consolidating summary financial information for the issuer, presented with a separate column for each of the following:
 - (A) the issuer;
 - (B) the credit supporters on a combined basis;
 - (C) any other subsidiaries of the issuer on a combined basis;
 - (D) consolidating adjustments;
 - (E) the total consolidated amounts.

1.28 Item 14.1 is amended by

- (a) **renumbering item 14.1 as 14.1(1) and by adding “of the distribution” after “selling security holder is also an underwriter”;**
- (b) **repealing the INSTRUCTION and substituting the following:**
 - (2) For the purposes of subsection (1), “connected issuer” and “related issuer” have the same meanings as in NI 33-105.

1.29 Item 15.1 is amended by striking out “statement, report or valuation” and substituting “report, valuation, statement or opinion” wherever it occurs.

1.30 Item 16 is repealed and the following is substituted:

Item 16 Promoters and substantial beneficiaries of the offering

16.1 Promoters and substantial beneficiaries of the offering

- (1) For a person or company, that is, or has been within the 3 years immediately preceding the date of the short form prospectus, a promoter

of the issuer or subsidiary of the issuer, or that is a substantial beneficiary of the offering as defined in section 5.13 of NI 41-101, state

- (a) the person or company's name,
- (b) the number and percentage of each class of voting securities and equity securities of the issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised by the person or company,
- (c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter or substantial beneficiary of the offering, directly or indirectly, from the issuer or from a subsidiary of the issuer, and the nature and amount of any assets, services or other consideration received or to be received by the issuer or a subsidiary of the issuer in return, and
- (d) for an asset acquired within the 3 years before the date of the preliminary short form prospectus, or to be acquired, by the issuer or by a subsidiary of the issuer from a promoter or substantial beneficiary of the offering
 - (i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,
 - (ii) the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the issuer, the promoter or substantial beneficiary of the offering, or an affiliate of the issuer, promoter or substantial beneficiary of the offering, and
 - (iii) the date that the asset was acquired by the promoter or substantial beneficiary of the offering and the cost of the asset to the promoter or substantial beneficiary of the offering.

- (2) If a promoter or a substantial beneficiary of the offering referred to in subsection (1) has been a director, executive officer, or promoter of any

person or company during the 10 years ending on the date of the preliminary short form prospectus, that while that person was acting in that capacity,

(a) was the subject of an order that denied the person or company access to any exemptions under provincial or territorial securities legislation, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect,

(b) was subject to an event that resulted, after the director, executive officer or promoter ceased to be a director, executive officer or promoter, in the person or company being subject to an order that denied the relevant person or company access to any exemption under securities legislation, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect, or

(c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

(3) If a promoter of the issuer or a substantial beneficiary of the offering referred to in subsection (1) has, within the 10 years before the date of the short form prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter or substantial beneficiary of the offering, state the fact.

(4) Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter or

substantial beneficiary of the offering referred to in subsection (1) has been subject to

- (a) any penalties or sanctions imposed by a court relating to provincial or territorial securities legislation or by a provincial or territorial securities regulatory authority or has entered into a settlement agreement with a provincial or territorial securities regulatory authority, or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

(5) Despite subsection (4), no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be considered important to a reasonable investor in making an investment decision.

1.31 Item 18.1 is amended by striking out “, and in Québec not to make any misrepresentation likely to affect the value or market price of,”

1.32 Item 21 is repealed and the following is substituted:

Item 21 Certificates

21.1 Certificates - Include the certificates required by Part 5 of NI 41-101 or securities legislation.

21.2 Issuer certificate form - An issuer certificate form must state

“This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of [insert the jurisdictions in which qualified].”

21.3 Underwriter certificate form - An underwriter certificate form must state

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of [insert the jurisdictions in which qualified].”

21.4 Amendments -

- (1) For an amendment to a short form prospectus that does not restate the short form prospectus, omit the references in the language in sections 21.2 and 21.3 to “short form prospectus” and replace it with “short form prospectus dated [insert date] as amended by this amendment”.
- (2) For an amended and restated short form prospectus, omit the references in the language in sections 21.2 and 21.3 to “short form prospectus” and replace it with “amended and restated short form prospectus”.