

APPENDIX C

NATIONAL INSTRUMENT 81-101 MUTUAL FUND PROSPECTUS DISCLOSURE, FORM 81-101F1 CONTENTS OF SIMPLIFIED PROSPECTUS AND FORM 81-101F2 CONTENTS OF ANNUAL INFORMATION FORM AMENDMENT INSTRUMENT

1. National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.
2. Section 1.1 is amended by:
 - (a) adding the following after the definition of “financial year”:

“independent review committee” means the independent review committee of the investment fund in compliance with National Instrument 81-107 *Independent Review Committee for Investment Funds*;” and
 - (b) adding the following after the definition of “multiple SP”:

“NI 81-107” means National Instrument 81-107 *Independent Review Committee for Investment Funds*;”.
3. Form 81-101F1 Contents of Simplified Prospectus is amended
 - (a) in Item 5 of Part A by:
 - (i) adding the following after subsection (3):

“(3.1) Briefly describe, under a separate sub-heading “Independent Review Committee”, the independent review committee of the mutual funds, including an appropriate summary of its mandate and responsibilities, its composition, that it prepares at least annually a report of its activities for securityholders which is available on the [mutual fund’s/mutual fund family’s] Internet site at [insert mutual fund’s Internet site address], or at your request, and at no cost, by contacting the [mutual fund/mutual fund family] at [insert mutual fund’s /mutual fund family’s e-mail address] and that additional information about the independent review committee, including the names of the members, is available in the mutual fund’s Annual Information Form.”;
 - (ii) adding the following after subsection (5):

“(6) Despite subsection (3.1), if the information required by subsection (3.1) is not the same for substantially all of the mutual funds described in the document, provide only that information that is the same for substantially all of the mutual funds and provide the remaining disclosure required by that subsection under Item 4(3.1) of Part B of this Form.”; and

(iii) adding the following Instruction after Instruction (2):

“(3) *The information about the independent review committee should be brief. For instance, its mandate may in part be described as “reviewing, and providing input on, the manager’s written policies and procedures which deal with conflict of interest matters for the manager and reviewing such conflict of interest matters.” A cross-reference to the annual information form for additional information on the independent review committee and fund governance generally should be included.*”.

(b) in Item 8 of Part A by adding the following after subsection 8.1(3) :

“(3.1) Under “Operating Expenses” in the table, include a description of the fees and expenses payable in connection with the independent review committee.”

(c) in Item 4 of Part B by adding the following after subsection (3):

“(3.1) Briefly describe, under a separate sub-heading “Independent Review Committee”, the independent review committee of the mutual funds, including an appropriate summary of its mandate and responsibilities, its composition, that it prepares at least annually a report of its activities for securityholders which is available on the [mutual fund’s/mutual fund family’s] Internet site at [insert mutual fund’s Internet site address], or at your request, and at no cost, by contacting the [mutual fund/mutual fund family] at [insert mutual fund’s /mutual fund family’s e-mail address] and that additional information about the independent review committee, including the names of the members, is available in the mutual fund’s Annual Information Form.”.

4. Form 81-101F2 Contents of Annual Information Form is amended

(a) in Item 4 by adding the following after subsection (2):

“(2.1) If the mutual fund has relied on the approval of the independent review committee and the relevant requirements of NI 81-107 to be exempted from any of the investment restrictions contained in securities

legislation, including NI 81-102, provide details of the permitted exemptions.

(2.2) If the mutual fund has relied on the approval of the independent review committee to implement a reorganization with, or transfer of assets to, another mutual fund or to proceed with a change of auditor of the mutual fund as permitted by NI 81-102, provide details.”

(b) in Item 12 by deleting paragraph (1)(a) and substituting the following:

“(a) the mandate and responsibilities of the independent review committee and the reasons for any change in the composition of the independent review committee since the date of the annual information form was last filed;

(a.1) any other body or group that has responsibility for fund governance and the extent to which its members are independent of the manager of the mutual fund;”
and

(c) in Item 15 by deleting subsection (2) and substituting the following:

“(2) Describe any arrangements, including the amounts paid, the name of the individual and any expenses reimbursed by the mutual fund to the individual, under which compensation was paid or payable by the mutual fund during the most recently completed financial year of the mutual fund, for the services of directors of the mutual fund, members of an independent board of governors or advisory board of the mutual fund and members of the independent review committee of the mutual fund”.

5. This Instrument comes into force on [].