

SASKATCHEWAN LOCAL INSTRUMENT 51-501
ANNUAL INFORMATION FORM AND MANAGEMENT'S DISCUSSION AND ANALYSIS

“Interpretation

1 In this local instrument:

- (a) **‘Annual Information Form’** means an annual information form filed pursuant to Saskatchewan securities law;
- (b) **‘Management’s Discussion and Analysis’** means management’s discussion and analysis of financial condition and results of operations prepared in accordance with Saskatchewan securities law.

“To whom does this Local Instrument apply

2 Except as otherwise provided in Saskatchewan securities law, this local instrument applies to a reporting issuer, other than a mutual fund, if:

- (a) the issuer’s shareholders’ equity or revenues exceeded \$10,000,000 in the financial year of the issuer that precedes the coming into force of this local instrument or in any subsequent financial year; or
- (b) the aggregate market value of the issuer’s outstanding equity securities for which there was a published market was \$75,000,000 or more on the last day of:
 - (i) the financial year of the issuer that precedes the coming into force of this local instrument; or
 - (ii) any financial year following the financial year mentioned in subclause (i).

“Calculation of Aggregate Market Value of an Issuer’s Securities

3(1) For the purposes of section 2, the aggregate market value of an issuer’s equity securities on a date is the total of the market value of each class of its equity securities on that date, calculated by multiplying:

- (a) the total number of equity securities of the class outstanding on that date; and
- (b) either:
 - (i) the market price of the class of equity securities on that date on the published market in Canada on which the security is principally traded; or
 - (ii) if there is no published market in Canada on which the security is traded, the published market outside of Canada where the security is principally traded.

(2) For the purposes of subsection (1):

(a) if the published market provides the closing price of securities of the class, the market price of a class of equity securities on a date is an amount equal to:

(i) the closing price of securities of the class on that date; or

(ii) if there was no closing price for the securities of the class on that date, the closing price of the securities of the class on the most recent date there was a closing price of the securities of the class before that date; and

(b) if the published market does not provide the closing price of the securities of the class but provides only the highest and lowest prices of securities traded on a particular date, the market price of a class of equity securities on a date is an amount equal to:

(i) the average of the highest and lowest prices for the securities on that date; or

(ii) if the highest and lowest prices for the securities are not provided for that date, the average of the highest and lowest prices for the securities on the most recent date the highest and lowest prices for the securities were provided before that date.

“Filing of Annual Information Form

4(1) An issuer shall file an Annual Information Form prepared in accordance with Form 44-101F1 for its most recently completed financial year after the coming into force of this local instrument, and for each subsequent financial year, within 140 days after the end of the financial year to which the Annual Information Form relates.

(2) An issuer is not required to file an Annual Information Form pursuant to subsection (1) for a financial year the ended before the coming into force of this local instrument.

(3) Notwithstanding subsection (1), an issuer that has securities registered pursuant to section 12 of the 1934 Act or has a reporting obligation pursuant to section 15(d) of the 1934 Act may file an Annual Information Form in the form of a current annual report on Form 10-K, or Form 20-F, pursuant to the 1934 Act.

(4) Notwithstanding subsection (1), an issuer incorporated, organized or continued pursuant to the laws of a foreign jurisdiction that files an Annual Information Form in the form of a current annual report on Form 20-F pursuant to subsection (3) shall file the Annual Information Form within 180 days after the end of each of its completed financial years.

(5) An issuer that files an Annual Information Form pursuant to subsection (3) shall file with the Annual Information Form an undertaking to the Director to the effect that the issuer will provide to any person or company, on request to the secretary of the issuer:

(a) one copy of the Annual Information Form of the issuer, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form;

(b) one copy of the comparative financial statements of the issuer for its most recently completed financial year for which financial statements have been filed together with the accompanying report of the auditor and one copy of the most recent interim financial statements of the issuer that have been filed, if any, for any period after the end of its most recently completed financial year; and

(c) one copy of the information circular of the issuer with respect to its most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared instead of that information circular, as appropriate.

(6) For the purposes of subsection (5), an issuer may require the payment of a reasonable charge to defray the costs of providing the documents mentioned in that subsection if the request is made by a person or company that is not a security holder of the issuer.

“Filing of Annual Management’s Discussion and Analysis Supplement for Canadian GAAP Discussion

5(1) An issuer that has filed an Annual Information Form in a form permitted pursuant to subsection 4(3) shall file, concurrently with its Annual Information Form, a supplement prepared in accordance with subsection (2) if the issuer:

(a) is incorporated, organized or continued pursuant to the laws of Canada or a jurisdiction; and

(b) has based the discussion in the Management’s Discussion and Analysis that forms part of its Annual Information Form on financial statements prepared other than in accordance with Canadian GAAP.

(2) A supplement required to be filed by an issuer pursuant to subsection (1) must restate, based on financial statements of the issuer prepared in accordance with Canadian GAAP, those parts of the annual Management’s Discussion and Analysis forming part of the issuer’s Annual Information Form that:

(a) are based on financial statements of the issuer prepared in accordance with foreign GAAP; and

(b) would read differently if they were based on financial statements of the issuer prepared in accordance with Canadian GAAP.

“Delivery of Annual Management’s Discussion and Analysis

6 An issuer shall send the Management’s Discussion and Analysis that forms part of its Annual Information Form to all security holders to whom it sends its annual audited financial statements:

(a) concurrently with its annual audited financial statements to which the Management’s Discussion and Analysis relates; or

(b) if its annual audited financial statements appear in more than one document, each of which is sent separately to security holders, concurrently with one of the documents containing its annual audited financial statements to which the Management's Discussion and Analysis relates, so long as the Management's Discussion and Analysis is sent to security holders within 140 days after the end of the financial year to which the Management's Discussion and Analysis relates.

“Delivery of Annual Management’s Discussion and Analysis Supplement for Canadian GAAP Discussion

7 An issuer required to file a supplement pursuant to section 5 shall send the supplement to all security holders to whom it sends the Management's Discussion and Analysis that forms part of its Annual Information Form, concurrently with the Management's Discussion and Analysis.

“Filing of Interim Management’s Discussion and Analysis

8(1) An issuer that is required to file an Annual Information Form for a financial year shall file in the following financial year, concurrently with its interim financial statements, the Management's Discussion and Analysis, prepared in accordance with section 9, for its interim financial statements.

(2) Notwithstanding subsection (1) and section 9, an issuer that has securities registered pursuant to section 12 of the 1934 Act or has a reporting obligation pursuant to section 15(d) of the 1934 Act may file the Management's Discussion and Analysis for its interim financial statements prepared in accordance with paragraph (b) of Item 303 of Regulation S-K of the 1933 Act.

“Content of Interim Management’s Discussion and Analysis

9(1) An issuer's Management's Discussion and Analysis for its interim financial statements must include:

- (a) an update of the analysis of the issuer's financial condition in the annual Management's Discussion and Analysis that forms part of the issuer's Annual Information Form for the most recently completed financial year;
- (b) an analysis of the issuer's results from operations and cash flows for the most recently completed interim period; and
- (c) a comparison of the issuer's financial condition, results of operations and cash flows as at the dates and for the periods set out in subsection (2).

(2) The dates and periods are:

- (a) for financial condition, the date of the balance sheet for the issuer's most recently completed financial year and the date of its most recent interim balance sheet;
- (b) for results of operations:

(i) the most recent financial year-to-date period for which an income statement of the issuer is provided and the corresponding year-to-date period of the issuer's preceding financial year; and

(ii) the most recent quarter of the issuer's financial year, and the corresponding quarter of the preceding financial year; and

(c) for cash flows:

(i) the most recent financial year-to-date period for which an income statement of the issuer is provided and the corresponding year-to-date period of the issuer's preceding financial year; and

(ii) the most recent quarter of the issuer's financial year, and the corresponding quarter of the preceding financial year.

(3) An issuer's Management's Discussion and Analysis for its interim financial statements must identify:

(a) changes in results of operations that are material; and

(b) any significant elements of the issuer's income or loss from continuing operations that do not arise from, or are not necessarily representative of, the issuer's ongoing business.

(4) An issuer's Management's Discussion and Analysis for its interim financial statements must include a discussion of any seasonal aspects of the issuer's business that have had a material effect on its financial condition, results of operations or cash flows.

“Delivery of Interim Management’s Discussion and Analysis

10 An issuer shall send the Management's Discussion and Analysis mentioned in subsection 8(1) or (2) to all security holders to whom it sends its interim financial statements to which the Management's Discussion and Analysis relates, concurrently with the interim financial statements.

“Filing of Interim Management’s Discussion and Analysis Supplement for Canadian GAAP Discussion

11(1) An issuer that has filed the Management's Discussion and Analysis for interim financial statements prepared in accordance with paragraph (b) of Item 303 of Regulation S-K of the 1933 Act shall file, concurrently with its interim financial statements, a supplement prepared in accordance with subsection (2) if the issuer:

(a) is incorporated, organized or continued pursuant to the laws of Canada or a jurisdiction; and

(b) has based the discussion in the Management's Discussion and Analysis for its interim financial statements on financial statements prepared other than in accordance with Canadian GAAP.

(2) A supplement required to be filed by an issuer pursuant to subsection (1) must restate, based on interim financial statements of the issuer prepared in accordance with Canadian GAAP, those parts of the Management's Discussion and Analysis for the issuer's interim financial statements that:

(a) are based on financial statements of the issuer prepared in accordance with foreign GAAP; and

(b) would read differently if they were based on financial statements of the issuer prepared in accordance with Canadian GAAP.

“Delivery of Interim Management’s Discussion and Analysis Supplement for Canadian GAAP Discussion

12 An issuer required to file a supplement pursuant to section 11 shall send the supplement to all security holders to whom it sends its interim financial statements to which the supplement relates, concurrently with the interim financial statements prepared in accordance with Canadian GAAP”.