

APPENDIX H

Schedule 2

AMENDMENT INSTRUMENT FOR
FORM 51-102F2 ANNUAL INFORMATION FORM OF
NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS

1. This Instrument amends Form 51-102F2 *Annual Information Form*.
2. Section 3.2 is amended
 - (a) by striking out “beneficially owned, controlled or directed,” wherever it occurs and substituting “beneficially owned, or controlled or directed, directly or indirectly;” and
 - (b) in paragraph 3.2(c), by striking out “or continued” and substituting “, continued, formed or organized”.
3. Section 5.2 is amended by striking out “Risks should be disclosed in the order of their seriousness”.
4. The following Instructions (i) and (ii) are added to section 5.2:

“INSTRUCTIONS

 - (i) *Disclose the risks in order of seriousness from the most serious to the least serious.*
 - (ii) *A risk factor must not be de-emphasized by including excessive caveats or conditions.”.*
5. Subsection 5.3(2) is amended by striking out “information on the” and substituting “financial disclosure that described the underlying” before “pool of financial assets”.
6. Paragraph 5.3(2)(e) is amended by striking out “(a), (b), (c), or (d)” and substituting “(a) through (d)”.
7. The following subsection 5.3(2.1) is added after subsection 5.3(2):

“(2.1) If any of the financial disclosure disclosed in accordance with subsection (2) has been audited, disclose the existence and results of the audit.”.
8. Section 6.1 is amended
 - (a) by adding “or distribution” after “dividend” wherever it occurs;
 - (b) by adding “or distributions” after “dividends” wherever it occurs;
 - (c) by striking out “share” and substituting “security”;
 - (d) by striking out “shares” and substituting “securities”.
9. Section 7.3 is amended by striking out “if you receive” and substituting “if you are aware that you have received” before “any other kind of rating”.
10. Paragraph 7.3(g) is repealed and the following is substituted:

“(g) any announcement made by, or any proposed announcement known to the issuer that is to be made by, an approved rating organization to the effect that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this section.”.
11. Subsection 8.1(2) is amended by adding “but is traded or quoted on a foreign marketplace,” after “If a class of securities of your company is not traded or quoted on a Canadian marketplace,”.
12. Section 8.2 is repealed and the following is substituted:

“8.2 Prior Sales

For each class of securities of your company that is outstanding but not listed or quoted on a marketplace, state the price at which securities of the class have been issued during the most recently completed financial

year by your company, the number of securities of the class issued at that price, and the date on which the securities were issued.”.

13. Item 9 is repealed and the following is substituted:

“Item 9 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

9.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

- (1) State, in substantially the following tabular form, the number of securities of each class of your company held, to your company’s knowledge, in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class for your company’s most recently completed financial year.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class

- (2) In a note to the table disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow or the date the contractual restriction on transfer ends, as applicable.

INSTRUCTIONS

- (i) *For the purposes of this section, escrow includes securities subject to a pooling agreement.*
- (ii) *For the purposes of this section, securities subject to contractual restrictions on transfer as a result of pledges made to lenders are not required to be disclosed.”.*

14. Section 10.1 is amended

- (a) **in subsection 10.1(3), by striking out** “beneficially owned, directly or indirectly, or over which control or direction is exercised,” **and substituting** “beneficially owned, or controlled or directed, directly or indirectly;” **and**

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

“INSTRUCTION

For the purposes of subsection (3), securities of subsidiaries of your company that are beneficially owned, or controlled or directed, directly or indirectly, by directors or executive officers through ownership, or control or direction, directly or indirectly, over securities of your company, do not need to be included.”.

15. Section 10.3 is amended by adding “of” before the second occurrence of “a subsidiary of your company.”.

16. Section 11.1 is amended

- (a) **by striking out** “three” **wherever it occurs and substituting** “two”; **and**
- (b) **in paragraph 11.1(b), by striking out** “beneficially owned, directly or indirectly, or over which control is exercised” **and substituting** “beneficially owned, or controlled or directed, directly or indirectly,”.

17. Section 12.1 is repealed and the following is substituted:

“12.1 Legal Proceedings

- (1) Describe any legal proceedings your company is or was a party to, or that any of its property is or was the subject of, during your company’s financial year.
- (2) Describe any such legal proceedings your company knows to be contemplated.

- (3) For each proceeding described in subsections (1) and (2), include the name of the court or agency, the date instituted, the principal parties to the proceeding, the nature of the claim, the amount claimed, if any, whether the proceeding is being contested, and the present status of the proceeding.

INSTRUCTION

You do not need to give information with respect to any proceeding that involves a claim for damages if the amount involved, exclusive of interest and costs, does not exceed ten per cent of the current assets of your company. However, if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, you must include the amount involved in the other proceedings in computing the percentage.”.

18. **Paragraph 12.2(c) is amended by striking out “with” and substituting “before” before “a court”.**
19. **Section 13.1 is amended**
- (a) **by striking out “will” and substituting “is reasonably expected to” before “materially affect your company.”; and**
- (b) **in paragraph 13.1(b), by striking out “is the direct or indirect beneficial owner of, or who exercises control or direction over,” and substituting “beneficially owns, or controls or directs, directly or indirectly,”.**
20. **Section 15.1 is repealed and the following is substituted:**

“15.1 Material Contracts

Give particulars of any material contract

- (a) required to be filed under section 12.2 of the Instrument at the time this AIF is filed, as required under section 12.3 of the Instrument, or
- (b) that would be required to be filed under section 12.2 of the Instrument at the time this AIF is filed, as required under section 12.3 of the Instrument, but for the fact that it was previously filed.

INSTRUCTIONS

- (i) *You must give particulars of any material contract that was entered into within the last financial year or before the last financial year but is still in effect, and that is required to be filed under section 12.2 of the Instrument or would be required to be filed under section 12.2 of the Instrument but for the fact that it was previously filed. You do not need to give particulars of a material contract that was entered into before January 1, 2002 because these material contracts are not required to be filed under section 12.2 of the Instrument.*
- (ii) *Set out a complete list of all contracts for which particulars must be given under this section, indicating those that are disclosed elsewhere in the AIF. Particulars need only be provided for those contracts that do not have the particulars given elsewhere in the AIF.*
- (iii) *Particulars of contracts must include the dates of, parties to, consideration provided for in, and general nature and key terms of, the contracts.”.*
21. **Item 16 is amended by striking out “statement, report or valuation” wherever it occurs and substituting “report, valuation, statement or opinion”.**
22. **This Instrument comes into force on March 17, 2008.**