

APPENDIX D

**PROPOSED AMENDMENT INSTRUMENT FOR
MULTILATERAL INSTRUMENT 11-102
PASSPORT SYSTEM**

- 1. This Instrument amends Multilateral Instrument 11-102 *Passport System*.**
- 2. Appendix D of Multilateral Instrument 11-102 *Passport System* is amended by:**
 - a) repealing all of the provisions in Appendix D that refer to MI 55-103 *Insider Reporting for Certain Derivative Transactions (Equity Monetization)* and corresponding provisions in British Columbia;
 - b) inserting the following two new rows (see below) directly under the provision in Appendix D referring to the System for electronic disclosure by insiders (SEDI); and

Provision	BC	AB	SK	MB	Que	NS	NB	PEI	NL	YK	NWT	Nun	ON
Insider reporting requirements	NI 55-104 (except as noted below)												NI 55-104 (except as noted below)
Primary insider reporting requirement	Part 3 of NI 55-104												s.107

- c) repealing all of the rows under the subheading “Insider Reporting” and substituting the following new row (see below) directly under the subheading “Insider Reporting” and directly above the subheading “Take-Over Bids and Issuer Bids”.

Provision	BC	AB	SK	MB	Que	NS	NB	PEI	NL	YK	NWT	Nun	ON
Insider Reporting													
Insider reporting requirements	s. 87	s. 182	s. 116	s. 109	s. 89.3	s. 113	s.135	s. 1 of Local Rule 55-501	s. 108	s. 1 of Local Rule 55-501	s. 2 of Local Rule 55-501	s.1 of Local Rule 55-501	s. 107
Take-Over Bids and Issuer Bids													

- 3. This amendment comes into force on ●.**

APPENDIX E

PROPOSED AMENDMENT INSTRUMENT FOR NATIONAL INSTRUMENT 14-101 *DEFINITIONS*

1. **This Instrument amends National Instrument 14-101 *Definitions*.**
2. **National Instrument 14-101 *Definitions* is amended by repealing the current definition of “insider reporting requirement” and substituting it with the following:**

“insider reporting requirement” means

- a) a requirement to file insider reports under Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*;
- b) a requirement to file insider reports under any provisions of Canadian securities legislation substantially similar to Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*; and
- c) a requirement to file an insider profile under National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*, if applicable.

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

APPENDIX F

PROPOSED AMENDMENT INSTRUMENT FOR NATIONAL INSTRUMENT 62-103 *THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES*

1. **This Instrument amends National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.**
2. **National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* is amended as follows:**
 - a) in section 1.1, the following is added after the definition of “news release”:

“NI 55-104” means National Instrument 55-104 *Insider Reporting Requirements and Exemptions*”;
 - b) in subsection 9.1(1), the following is added after the phrase “is exempt from the insider reporting requirement for a reporting issuer”:

“other than the requirement to file insider reports under Part 4 of NI 55-104”;
 - c) in subsection 9.1(5), the following is added after the phrase “is exempt from the insider reporting requirement for a reporting issuer”:

“other than the requirement to file insider reports under Part 4 of NI 55-104”;
3. **This amendment comes into force on •.**

APPENDIX G

PROPOSED AMENDMENT INSTRUMENT FOR FORM 51-102F5 *INFORMATION CIRCULAR* OF NATIONAL INSTRUMENT 51-102 *CONTINUOUS DISCLOSURE OBLIGATIONS*

1. **This Instrument amends Form 51-102F5 *Information Circular***
2. **Form 51-102F5 is amended by adding the following new item after “Item 16 Additional Information”:**

“Item 17 Insider Reporting Late Filings
 - (1) Describe any late filing fees relating to the late filing of insider reports imposed by a securities regulatory authority against any director or executive officer of your company during the most recently completed financial year, and include with this description the following information:
 - (a) the name of the director or executive officer against whom the late filing fees were imposed;
 - (b) the amount of the late filing fees and whether the late filing fees have been or will be paid by the director or executive officer or by the company (including any reimbursement by the company of fees paid by the director or executive officer); and
 - (c) a brief description of the reason the late filing fees were imposed.
 - (2) Despite subsection (1), no disclosure of any late filing fee is required if the securities regulatory authority that imposed the late filing fee subsequently provides written confirmation that the late filing fee was imposed due to error.”
3. **This amendment comes into force on • . [Note: Expected to be December 31, 2010, allowing for a transition period.]**

APPENDIX H

Repeal of National Instrument 55-101 *Insider Reporting Exemptions*

1. This Instrument repeals National Instrument 55-101 *Insider Reporting Exemptions*.
2. This Instrument comes into force on • .

APPENDIX I

Rescission of Companion Policy 55-101CP *Insider Reporting Exemptions* to National Instrument 55-101 *Insider Reporting Exemptions*

1. This Instrument repeals Companion Policy 55-101CP to National Instrument 55-101 *Insider Reporting Exemptions*.
2. This Instrument comes into force on • .

APPENDIX J

Repeal of Multilateral Instrument 55-103 *Insider Reporting of Certain Derivative Transactions (Equity Monetization)*

1. This Instrument repeals Multilateral Instrument 55-103 *Insider Reporting of Certain Derivative Transactions (Equity Monetization)*.
2. This Instrument comes into force on • .

APPENDIX K

Rescission of Companion Policy 55-103CP *Insider Reporting of Certain Derivative Transactions (Equity Monetization)* to Multilateral Instrument 55-103 *Insider Reporting of Certain Derivative Transactions (Equity Monetization)*

1. This Instrument repeals Companion Policy 55-103CP to Multilateral Instrument 55-103 *Insider Reporting of Certain Derivative Transactions (Equity Monetization)*.
2. This Instrument comes into force on • .