

**AMENDMENTS TO POLICY STATEMENT TO REGULATION 41-101
RESPECTING GENERAL PROSPECTUS REQUIREMENTS**

1. Section 1.3 of *Policy Statement to Regulation 41-101 respecting General Prospectus Requirements* is amended by adding the following after paragraph (2):

“(3) **Accounting terms** – The Regulation uses accounting terms that are defined, or referred to, in Canadian GAAP. In certain cases, some of those terms are defined differently in securities legislation. In deciding which meaning applies, you should consider that *Regulation 14-101 respecting Definitions* provides that a term used in the Regulation and defined in the securities statute of a local jurisdiction has the meaning given to it in the statute unless: (a) the definition in that statute is restricted to a specific portion of the statute that does not govern prospectuses; or (b) the context otherwise requires.

(4) **Acceptable accounting principles other than Canadian GAAP** – If an issuer is permitted under *Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards* to file financial statements in accordance with acceptable accounting principles other than Canadian GAAP, then the issuer may interpret any reference in the Regulation to a term or provision defined, or referred to, in Canadian GAAP as a reference to the corresponding term or provision in the other acceptable accounting principles.”.

2. Paragraph (1) of section 4.3 of the Policy Statement is replaced with the following:

“(1) Subsection 6.3(1) of Form 41-101F1 requires disclosure of each of the principal purposes for which the issuer will use the net proceeds. If an issuer has negative cash flow from operating activities in its most recently completed financial year for which financial statements have been included in the long form prospectus, the issuer should prominently disclose that fact in the use of proceeds section of the long form prospectus. The issuer should also disclose whether, and if so, to what extent, the issuer will use the proceeds of the distribution to fund any anticipated negative cash flow from operating activities in future periods. An issuer should disclose negative cash flow from operating activities as a risk factor under subsection 21.1(1) of Form 41-101F1. For the purposes of this section, in determining cash flow from operating activities, the issuer must include dividends and borrowing costs.”.

3. Section 4.4 of the Policy Statement is amended:

(1) in paragraph (1), by replacing the words “capitalized, deferred or expensed” with the words “expensed or recognized as assets”;

(2) by replacing paragraph (3) of the French text with the following:

“(3) **Autre information exigée des émetteurs ayant une entreprise mise en équivalence significative** – En vertu de la rubrique 8.8 de l'Annexe 41-101A1, les émetteurs ayant une entreprise mise en équivalence significative doivent fournir dans leur prospectus ordinaire un résumé de l'information la concernant. En règle générale, nous considérons qu'une entreprise mise en équivalence est significative si elle atteint les seuils des critères de significativité prévus à la rubrique 35 de l'Annexe 41-101A1, selon les états financiers de l'entreprise et de l'émetteur à la clôture de l'exercice de celui-ci.”.

4. Section 4.5 of the Policy Statement is amended, in the French text, by replacing the words “structure d'accueil” with the words “entité ad hoc émettrice”.

5. The Policy Statement is amended by adding the following after section 5.1:

“5.1.1. Presentation of Financial Results

Canadian GAAP provides an issuer two alternatives in presenting its

income: (a) in one single statement of comprehensive income, or (b) in a statement of comprehensive income with a separate income statement. If an issuer presents its income using the second alternative, both statements must be filed to satisfy the requirements of this Regulation. (See subsections 32.2(1.1) and 32.3(3) of Form 41-101F1).”.

6. Section 5.2 of the Policy Statement is amended:

(1) in the first paragraph, by replacing, wherever they occur, the words “annual or interim financial statements” with the words “annual financial statements or an interim financial report”;

(2) in the second paragraph, by adding the word “financial” after “filing of the”.

7. Section 5.5 of the Policy Statement is amended by adding the following after paragraph (2):

“(3) An issuer is subject to certain additional disclosure requirements when it discloses an interim financial report for a period arising in the year of adopting IFRS, as set out in subparagraph 32.3(2)(e) and subsection 32.3(4) of Form 41-101F1. These requirements only apply to interim financial reports relating to periods in the year of adopting IFRS and therefore do not apply if the prospectus includes annual financial statements prepared in accordance with IFRS.

An issuer is required to provide an opening IFRS statement of financial position at the date of transition to IFRS. An issuer with, for example, a year-end of December 31, 2010 that files a prospectus for which it must include its first interim financial report in the year of adopting IFRS for the period ended March 31, 2011, must generally provide an opening IFRS statement of financial position at January 1, 2010.

An issuer must also include various reconciliations required by IFRS 1 to explain how the transition from previous GAAP to IFRS has affected its reported financial position, financial performance and cash flows. In the first interim period IFRS 1 requires certain additional reconciliations which relate to annual periods and the date of transition to IFRS. Where an issuer that was not a reporting issuer in at least one jurisdiction immediately before filing the prospectus includes an interim financial report in respect of the second or third interim period in the year of adopting IFRS, subsection 32.3(4) of Form 41-101F1 requires these additional reconciliations to be included in the prospectus. Alternatively, pursuant to subsection 32.3(4) of Form 41-101F1, the issuer may include the first interim financial report in the year of adopting IFRS as this report includes the required reconciliations.

These additional reconciliations may be summarized as follows:

- reconciliations of the issuer’s equity presented in accordance with previous GAAP to its equity in accordance with IFRS for the date of transition to IFRS (January 1, 2010 in the above-noted example);
- reconciliations of the issuer’s equity presented in accordance with previous GAAP to its equity in accordance with IFRS for the end of the latest period presented in the entity’s most recent annual financial statements in accordance with previous GAAP (December 31, 2010 in the above-noted example); and
- a reconciliation of the issuer’s total comprehensive income (or total profit or loss) presented in accordance with previous GAAP to its total comprehensive income in accordance with IFRS for the most recent annual period presented in the prospectus in accordance with previous GAAP (year-ended December 31, 2010 in the above-noted example).

The reconciliations summarized above must give sufficient detail to enable investors to understand the material adjustments to the statement of financial position,

statement of comprehensive income and statement of cash flows. If the issuer becomes aware of errors made under previous GAAP, the reconciliations summarized above must distinguish the correction of those errors from changes in accounting policies.”.

8. Section 5.6 of the Policy Statement is amended:

(1) by replacing, wherever they occur in the French text, the words “vérifiés”, “vérifier” and “la vérification” with, respectively, the words “audités”, “auditer” and “l’audit”;

(2) by replacing the second paragraph of paragraph (4) with the following:

“Examples of acceptable additional information include an audited interim financial report, audited divisional statements of comprehensive income or cash flows, financial statements accompanied by an auditor’s report containing a modification to the opinion, or audited statements of net operating income.”.

9. Section 5.7 of the Policy Statement is amended, in the French text, by replacing the words “états financiers distincts” with the words “états financiers individuels”.

10. Section 5.8 of the Policy Statement is amended:

(1) by replacing, in the title of the French text, the word “**Vérification**” with the word “**Audit**”;

(2) by replacing, in the French text of paragraph (1), the word “vérifiés” with the word “audités”;

(3) by replacing paragraph (2) with the following:

“(2) *Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards* (“Regulation 52-107”) requires that financial statements, other than acquisition statements, that are required to be audited by securities legislation, such as this Regulation, be accompanied by an auditor’s report that does not contain a modified opinion if they were audited in accordance with Canadian GAAS, or contain an unqualified opinion if they were audited in accordance with U.S. PCAOB GAAS. This requirement applies to all financial statements included in the long form prospectus under Item 32 of Form 41-101F1, including financial statements from entities acquired or to be acquired that are the primary business or the predecessor of the issuer. For greater clarity, subsections 3.12(3) and 4.12(6) of Regulation 52-107 only apply to financial statements included in the long form prospectus pursuant to Item 35 of Form 41-101F1. Relief may be granted to non-reporting issuers in appropriate circumstances to permit the auditor’s report on financial statements to contain a qualified opinion relating to opening inventory if there is a subsequent audited period of at least six months on which the auditor’s report contains no modified opinion and the business is not seasonal. Issuers requesting this relief should be aware that Regulation 51-102 requires an issuer’s comparative financial statements be accompanied by an unqualified auditors’ report.”.

11. Section 5.9 of the Policy Statement is amended:

(1) in paragraph (1):

(a) in subparagraph (iii) of subparagraph (h), by deleting the word “or” after the words “business acquisition”;

(b) in the French text of subparagraph (r), by replacing the word “vérifiée” with the word “auditée”;

(2) in the second paragraph of paragraph (2), by replacing the words “date of acquisition” with the words “acquisition date” and, wherever they occur, the words “date of

the acquisition” with the words “acquisition date”;

(3) in paragraph (3):

(a) by replacing the paragraph preceding subparagraph (a) with the following:

“(3) When interpreting the phrase “where a reasonable person would believe that the likelihood of the acquisition being completed is high”, it is our view that the following factors may be relevant in determining whether the likelihood of an acquisition being completed is high:”;

(b) in the French text of the second paragraph, by replacing the words “l'état d'avancement du projet d'acquisition est « qui a progressé” with the words “l'état d'avancement du projet d'acquisition « a progressé”;

(4) in paragraph (4):

(a) in the French text of subparagraph (c), by replacing the word “vérifié” with the word “audité”;

(b) in subparagraph (d), by replacing the words “comparative interim financial statements” with the words “a comparative interim financial report”;

(5) in the French text of paragraph (6), by replacing the words “états des résultats d'exploitation” with the words “comptes de résultat opérationnel”;

(6) by adding the following after paragraph (6):

“(7) Except in Ontario, section 3.11 of Regulation 52-107 permits acquisition statements included in a business acquisition report or prospectus to be prepared in accordance with Canadian GAAP applicable to private enterprises in certain circumstances. The ability to present acquisition statements using Canadian GAAP applicable to private enterprises would not extend to a situation where an entity acquired or to be acquired is considered the primary business or the predecessor of the issuer.”.

12. Paragraph 7 of section 6.4 of the Policy Statement is replaced with the following:

“(7) We note that the Investment Industry Regulatory Organization of Canada has adopted IROC Rule 29.13 which is consistent with the above discussion relating to pre-marketing of bought deals of equity securities. However, the principles articulated above apply to all offerings, whether of debt or equity securities, or a combination.”.

13. Paragraph (4) of section 6.5 of the Policy Statement is amended, in the French text, by replacing the words “titres d'emprunt” with the words “titres de créance”.

14. The Policy Statement is amended by adding the following after Part 6:

“PART 7 TRANSITION

7.1. Transition – Application of Amendments

The amendments to this Policy Statement which came into effect on January 1, 2011 only apply to a preliminary prospectus, an amendment to a preliminary prospectus, a final prospectus or an amendment to a final prospectus of an issuer which includes financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.”.

15. Appendix A of the Policy Statement is amended by replacing, wherever it occurs in the French text, the word “vérifié” with the word “audités”.

16. The Policy Statement is amended by replacing, wherever they occur in the French text, the words “titres de participation” with the words “titres de capitaux propres”.

17. The Policy Statement is amended by replacing, wherever they occur in the French text, the words “structure d’accueil” and “structures d’accueil” with, respectively, the words “entité ad hoc” and “entités ad hoc”.

18. These amendments only apply to a preliminary prospectus, an amendment to a preliminary prospectus, a final prospectus or an amendment to a final prospectus of an issuer which includes financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.