

**AMENDMENT TO POLICY STATEMENT TO REGULATION 45-106 RESPECTING PROSPECTUS EXEMPTIONS**

1. Section 5.1 of *Policy Statement to Regulation 45-106 respecting Prospectus Exemptions* is amended by replacing, in paragraph (1), the text preceding subparagraph (a) with the following:

“(1) Requirement to file

An issuer that has distributed a security of its own issue under any of the prospectus exemptions listed in section 6.1 of Regulation 45-106 is required to file a report of exempt distribution, on or before the 10th day after the distribution. Alternatively, if an underwriter distributes securities acquired under section 2.33 of Regulation 45-106, either the issuer or the underwriter may complete and file the form. If there is a syndicate of underwriters, the lead underwriter may file the form on behalf of the syndicate or each underwriter may file a form relating to the portion of the distribution it was responsible for. In certain circumstances, two or more issuers distribute a single security. In these circumstances, only one report of exempt distribution is required to be filed for the distribution, which may be completed and filed by any one of the co-issuers. The required form of report is Form 45-106F1 *Report of Exempt Distribution*. In determining if it is required to file a report in a particular jurisdiction, the issuer or underwriter should consider the following questions:”.