

AMENDMENTS TO POLICY STATEMENT TO REGULATION 61-101 RESPECTING PROTECTION OF MINORITY SECURITY HOLDERS IN SPECIAL TRANSACTIONS

1. Section 4.1 of the Policy Statement to Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions is replaced with the following:

“4.1. Insiders Bids – Disclosure

For an insider bid, in addition to the disclosure required by Form 62-104F1 *Take-Over Bid Circular of Regulation 62-104 respecting Take-Over Bids and Issuer Bids*, subsection 2.2(1)(d) of the Regulation requires the disclosure required by Form 62-104F2 *Issuer Bid Circular of Regulation 62-104 respecting Take-Over Bids and Issuer Bids*, appropriately modified. In our view, Form 62-104F2 disclosure would generally include disclosure for the following items, with necessary modifications, in the context of an insider bid:

1. Item 9 – Purpose of the bid
2. Item 13 - Acceptance of issuer bid
3. Item 14 - Benefits from the bid
4. Item 16 - Other benefits
5. Item 17 - Arrangements between issuer and security holders
6. Item 18 - Previous purchases and sales
7. Item 20 - Valuation
8. Item 23 - Previous distribution
9. Item 24 - Dividend policy
10. Item 25 - Tax consequences
11. Item 26 - Expenses of bid”.

2. Section 4.2 of the Policy Statement is amended by deleting, wherever they appear, “, and in Ontario, Form 62-504F2,”.