

**AMENDMENTS TO POLICY STATEMENT TO REGULATION 71-102
RESPECTING CONTINUOUS DISCLOSURE AND OTHER EXEMPTIONS
RELATING TO FOREIGN ISSUERS**

1. *Policy Statement to Regulation 71-102 respecting Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* is amended by replacing section 6.4 with the following :

“6.4. Financial statements and auditor’s report relief

Section 4.3 of the Regulation provides certain relief for an SEC foreign issuer relating to financial statements and auditors’ reports on annual financial statements. Section 5.4 provides similar relief for a designated foreign issuer. The relief is available only if the particular foreign issuer meets all of the conditions listed in sections 4.3 and 5.4, respectively, including the requirement to comply with Regulation 52-107 and *Regulation 52-108 respecting Auditor Oversight*. Sections 4.3 and 5.4 do not provide relief from

(a) the certification requirements in *Regulation 52-109 respecting Certification of Disclosure in Issuers’ Annual or Interim Filings*; or

(b) the audit committee requirements in *Regulation 52-110 respecting Audit Committees*.

SEC foreign issuers and designated foreign issuers must look to those regulations for any exemptions that may be available to them.”.