

CSA Notice of Consultation***Draft Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure******Draft Regulation to amend Regulation 81-102 respecting Investment Funds******Draft Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure******Draft Regulation to amend Regulation 81-107 respecting Independent Review Committee for Investment Funds*****Related Draft Consequential Amendments and Changes****Modernization of the Continuous Disclosure Regime for Investment Funds****September 19, 2024****Introduction**

The Canadian Securities Administrators (the **CSA** or **we**) are proposing to modernize the continuous disclosure regime for investment funds.¹ The CSA's proposals aim to improve the quality of disclosure provided to investors and reduce the unnecessary regulatory burden of certain current investment fund continuous disclosure requirements under securities legislation.

We are publishing, for a 120-day comment period, draft amendments to all of the following:

- *Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Regulation 81-101);*
- *Regulation 81-102 respecting Investment Funds (Regulation 81-102);*
- *Regulation 81-106 respecting Investment Fund Continuous Disclosure (Regulation 81-106);*
- *Regulation 81-107 respecting Independent Review Committee for Investment Funds (Regulation 81-107)*
- as consequential amendments, *Regulation 41-101 respecting General Prospectus Requirements (Regulation 41-101);*
- as consequential amendments, *Regulation 44-101 respecting Short Form Prospectus Distributions (Regulation 44-101)*
- in all Canadian jurisdictions other than Alberta, Ontario, Quebec, and Nova Scotia, related consequential amendments to Multilateral Instrument 11-103 *Failure-To-File Cease Trade Orders in Multiple Jurisdictions (MI 11-103)*

(collectively, the **Draft Amendments**).

The CSA are also publishing, for a 120-day comment period, draft changes to all of the following:

- *Policy Statement 11-207 respecting Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions (Policy Statement 11-207);*
- *Policy Statement 12-202 respecting Revocation of Certain Cease Trade Orders (Policy Statement 12-202);*
- *Policy Statement 12-203 respecting Management Cease Trade Orders (Policy Statement 12-203);*

¹ The British Columbia Securities Commission (**BCSC**) is not publishing the Draft Amendments (as hereinafter defined) and the Draft Changes (as hereinafter defined) for comment at this time. Staff of the BCSC anticipate doing so following the British Columbia provincial election.

- *Policy Statement to Regulation 41-101 respecting General Prospectus Requirements (Policy Statement 41-101);*
- *Policy Statement to Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Policy Statement 81-101);*
- *Policy Statement to Regulation 81-102 respecting Investment Funds (Policy Statement 81-102);*
- *Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure (Policy Statement 81-106);*
- *Policy Statement to Regulation 81-107 respecting Independent Review Committee for Investment Funds (Policy Statement 81-107)*

(collectively, the **Draft Changes**).

We encourage commenters to provide any data and information that could help us evaluate the effects of modernizing the investment fund continuous disclosure regime on investors and the investment fund industry. In addition to general feedback on the Draft Amendments and Draft Changes, we are also seeking responses to specific consultation questions we have set out for stakeholders to consider.

The text of the Draft Amendments and Draft Changes is published with this Notice and will also be available on the websites of the following CSA jurisdictions:

www.asc.ca;
 www.fcaa.gov.sk.ca;
 www.mbsecurities.ca;
 www.osc.ca;
 www.lautorite.qc.ca;
 www.fcnb.ca;
 nssc.novascotia.ca.

Substance and Purpose

The Draft Amendments and Draft Changes aim to make improvements to the continuous disclosure regime governing investment funds that will benefit investors, investment fund managers, and other stakeholders. The objectives of the Draft Amendments are to:

- replace the annual Management Report of Fund Performance (**Annual MRFP**) and the interim Management Report of Fund Performance (**Interim MRFP**), and together with the Annual MRFP, the **MRFP**) with a new annual fund report (the **Annual Fund Report**) and interim fund report (the **Interim Fund Report**), and together with the Annual Fund Report, the **Fund Report**), by implementing a revised version of Form 81-106F1 *Contents of Annual and Interim Management Report of Fund Performance* (the **Current Form 81-106F1**) (**Workstream One**);
- provide an exemption from certain conflict of interest reporting requirements in securities legislation where other similar requirements are satisfied (**Workstream Two**);
- eliminate certain required class or series-level disclosures from investment fund financial statements (**Workstream Three**)

(each a **Workstream**, and together, the **Workstreams**).

We are also proposing some unrelated minor amendments to:

- implement the Fund Expense Ratio (**FER**), which describes the sum of the management expense ratio and the trading expense ratio of an investment fund, into the Fund Facts and ETF Facts (the **FER Revisions**);

- make revisions of an editorial nature to the version of Form 81-101F1 *Contents of Simplified Prospectus (Form 81-101F1)* that came into force on January 6, 2022,² as well as minor revisions to address feedback received following the in-force date of Form 81-101F1

(each an **Additional Initiative**, and together, the **Additional Initiatives**).

Background

The CSA's 2022-2025 Business Plan identifies delivering smart and responsive regulation protecting investors while reducing regulatory burden, as a strategic goal.³ The Draft Amendments and Draft Changes aim to deliver on this burden reduction work while also enhancing the utility of investment fund continuous disclosure to investors.

We reviewed investment fund continuous disclosure requirements to identify areas that could be updated to benefit key stakeholders, primarily investors and investment funds. Within the scope of our review, we not only included continuous disclosure requirements outlined in Regulation 81-106, but we also considered select reporting requirements present elsewhere in securities legislation (e.g., provincial statutes or Regulation 81-102). While financial statements formed part of our review area, we focused on requirements in Part 3 (Financial Disclosure Requirements) of Regulation 81-106 that are not mandated by International Financial Reporting Standards (**IFRS**).

In making our determinations, we considered stakeholder feedback received in response to the CSA's request for comment on draft amendments and draft changes to investment fund regulatory requirements, titled *Reducing Regulatory Burden for Investment Fund Issuers – Phase 2, Stage 1 (Project RID Publication for Comment)*⁴. Comments on the Project RID Publication for Comment were summarized in final amendments and changes published on October 7, 2021.⁵ The CSA also considered comments received in response to the Ontario Securities Commission publication of OSC Staff Notice 11-784 *Burden Reduction*⁶ (**OSC Staff Notice 11-784**), as well as recommendations made by the Government of Ontario-established Capital Markets Modernization Taskforce, as described in its final report published in January, 2021⁷.

At the conclusion of our review, we determined that the Workstreams, described in detail in the following section, would be the focus of our Draft Amendments and Draft Changes. The scope of our review did not include any delivery requirements that apply to continuous disclosure documents. On September 27, 2022, the CSA proposed amendments and changes to implement an access-based model for investment fund reporting issuers.⁸ Work on that initiative is ongoing and is not anticipated to impact the Draft Amendments and Draft Changes.

Summary of the Draft Amendments and the Draft Changes

(a) Workstream One – Fund Report: Introduction of a new Fund Report to replace the MRFP

We are proposing amendments to the Current Form 81-106F1 that will significantly revise the content of the MRFP to better respond to investor needs and preferences. We are of the view that in addition to representing an improved update document for investors to review, the revised content will also be less burdensome for reporting issuer investment funds to prepare. We have also renamed the MRFP to the "Fund Report", which is more intuitive and will be simpler for investors to recall.

To ensure that the Fund Report responds better to investor needs and preferences, we engaged the services of a third-party consulting firm with expertise in behavioural insights, to assist in the redesign efforts. Behavioural insights are tools that can be used to inform the development of regulations in a way that respond to how investors behave and process information.⁹ We also considered efforts made by the U.S. Securities and Exchange Commission (the

² <https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/81-101/2021-10-07/2021oct07-rid-avis-publication-final-acvm-en.pdf>

³ https://www.securities-administrators.ca/wp-content/uploads/2022/10/2022_2025CSA_BusinessPlan.pdf

⁴ https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/81-101/2019-09-12/2019sept12-81-101-avis-cons-projet_rid-en.pdf

⁵ <https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/81-101/2021-10-07/2021oct07-rid-avis-publication-final-acvm-en.pdf>

⁶ https://www.osc.ca/sites/default/files/pdfs/irps/20191119_reducing-regulatory-burden-in-ontario-capital-markets.pdf

⁷ <https://files.ontario.ca/books/mof-capital-markets-modernization-taskforce-final-report-en-2021-01-22-v2.pdf>

⁸ <https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/81-106/2022-09-27/2022sept27-81-106-avis-cons-en.pdf>

⁹ See OSC Staff Notice 11-778 *Behavioural Insights: Key Concepts, Applications and Regulatory Considerations* for a report on how behavioural insights are being used to improve outcomes for investors and market participants.

SEC) to significantly redesign mutual fund and exchange-traded mutual fund (**ETF**) annual and semi-annual shareholder reports so that they are more concise and visually engaging.¹⁰

The disclosure in the new Fund Reports is an improvement in some of the following ways:

- (a) the required disclosure has been significantly streamlined so that investors can focus on information that is most pertinent to them in the limited amount of time they may have set aside to review a Fund Report;
- (b) information has been thematically chunked so that investors are better able to review information on a specific topic within a single section of the Fund Report rather than having to obtain and synthesize it from different sections;
- (c) the use of narrative forms of disclosure has been minimized in favour of bullets, to assist investors in processing the information contained in the report more easily;
- (d) key terms have been defined and key concepts have been explained in call-out boxes throughout the document to enable investors to better understand the information being presented to them;
- (e) opportunities to provide brief summaries of information contained in the various sections of the Fund Report have been provided, to enable investors to review key information in the Fund Report more quickly;
- (f) directions to more detailed sources of information have been provided in a number of places within the document so that investors who want to access and review more detailed information will know where to find it.

The streamlining referenced earlier includes elimination of the following requirements on the basis that most investors would not find practical use for them in a Fund Report:

- (a) several requirements in the “Results of Operations” and “Recent Developments” sections of the MRFP (required by Items 2.3 and 2.4 of Part B of the Current Form 81-106F1).¹¹ We note that the Investment Objectives and Investment Strategies section of the Fund Report will provide investors with a concise overview of the success of the investment fund in achieving its investment objectives and using its investment strategies to achieve those investment objectives. That section will also provide a brief description of factors that the investment fund manager (**IFM**) considers reasonably likely to materially impact the ability of the investment fund to satisfy its investment objectives and use its investment strategies to achieve those investment objectives, going forward (see Item 4 of Part A of the Draft Form 81-106A, as hereinafter defined);
- (b) “The Fund’s Net Assets per [Unit/Share]” table in the Financial Highlights section of the MRFP (required by Item 3.1 of Part B of the Current Form 81-106F1). We note that investors that want details regarding the type of information provided by this reconciliation of beginning and end of financial year net assets provided in this table could review the financial statements of their investment fund. We also note that consolidated information on distributions is available in the Statistics section of the Fund Report, with specific information on return of capital also provided on the basis that investors may find value in that particular distribution-related information (see Item 8 of Part A of the Draft Form 81-106A, as hereinafter defined);
- (c) several metrics (total net asset value, number of units/shares outstanding, net asset value per unit/share, closing market price) in the “Ratios and Supplemental Data” table in the Financial Highlights section of the MRFP (required by Item 3.1 of Part B of the Current Form 81-106F1) and provision of one year’s worth of information instead of five in a new Costs section of the Fund Report. We are of the view that most investors will find utility in reviewing only the most recent Cost-related information in the Fund Report, although we note that the Costs section includes a requirement to provide a statement regarding any increase from the previous year in the summary for that section, where such a summary is provided (see draft Item 6 of Part A of the Draft Form 81-106A, as hereinafter defined);
- (d) the “Management Fees” section of the MRFP (required by Item 3.3 of Part B of the Current Form 81-106F1). We are of the view that simplifying cost-related information in the Fund Report would better achieve our aim

¹⁰ <https://www.sec.gov/news/press-release/2022-193>

¹¹ See the following paragraphs of Part B of the Current Form 81-106F1: 2.3(1)(c) (Unusual trends in redemptions or sales); 2.3(1)(d) (Changes to the components of revenue and expenses); 2.4(e) (Accounting policy changes); and 2.4(f) (Independent review committee composition changes).

of ensuring that it contains an appropriate amount of information, as well as information that is easy to read and understand;

- (e) the requirement to provide performance information in respect of each series or class of an investment fund (required by section 15.14 of Regulation 81-102 and Item 4.1(1) of Part B of the Current Form 81-106F1) in favour of a requirement to provide performance information of the series or class with the highest management fee (and, if applicable, any series or class besides the series or class with the highest management fee, for which performance would vary based on a characteristic besides fees).¹² When developing this proposed approach, we noted that some investment funds have numerous classes or series, sometimes in excess of 20, and it may be challenging for investors to navigate the report with this information, much of which may show very similar performance. We are of the view that the streamlined presentation being proposed would provide investors with a baseline understanding of how their particular class or series would have performed, e.g. their class or series would have performed better if it had lower management fees. We also note that exemptive relief to allow a single consolidated Fund Facts to be filed for all the classes or series of securities of a mutual fund offered in an automatic switch program, which includes similar requirements around the presentation of performance information, has been in effect for a number of years and was codified as part of the burden reduction amendments published on October 7, 2021.¹³

We also note that some information which is currently in the MRFP is not being carried forward into the Fund Report but instead is being moved to different locations in the regulatory disclosure regime for investment funds:

- (a) the Related Party Transactions disclosure currently required by Item 2.5 (Related Party Transactions) of Part B of the Current Form 81-1016F1, has not been included in the Fund Report. Instead, a different requirement has been developed and added as an appendix (to be prepared by the IFM) to the annual report to securityholders that an investment fund's independent review committee (**IRC**) must prepare pursuant to section 4.4 of Regulation 81-107. While the Current Form 81-106F1 requires detailed disclosure on related party transactions, the new requirement will only require such details to be provided where they are not already available in existing conflict of interest reports that have been filed on SEDAR+ (and such existing reports will be required to be identified in the new appendix). We are of the view that the newly redrafted requirement in the appendix will be easier for investment funds to prepare, will highlight the related party transaction reports already prepared by the IFM and filed on SEDAR+, and will be simpler for investors to navigate;
- (b) the requirement in Part 6 (Quarterly Portfolio Disclosure) of Regulation 81-106 for an investment fund to prepare quarterly portfolio disclosure will remain in place, except that the investment fund will be required to prepare it on a standalone basis throughout the year, as opposed to the current circumstance where it appears in the MRFP at two points in the year (item 5 of Part B of the Current Form 81-106F1). The Quarterly Portfolio Disclosure includes information regarding the top 25 positions held by a reporting issuer investment fund. The content requirements of the Quarterly Portfolio Disclosure are substantially similar to what is currently required, and going forward will need to be prepared pursuant to a new form included in the draft amendments to Regulation 81-106 (the **Draft Form 81-106B**). We believe that since investment funds already prepare quarterly portfolio disclosure, they will not have to substantially modify their existing systems to produce it in the format required by the Draft Form 81-106B. We also believe investors will benefit from being able to review key takeaways of this disclosure in the Fund Report while being able to find more detailed portfolio holdings information in the standalone Quarterly Portfolio Disclosure, when desired. The Draft Amendments do not impact the Statement of Investment Portfolio, which is produced as part of the annual financial statements and interim financial report of reporting issuer investment funds, and non-reporting issuer mutual funds in Ontario. The Statement of Investment Portfolio includes disclosure regarding each portfolio asset held or sold short.

We also note some information in the Fund Report will be new as compared to the MRFP, and we specifically note the following examples:

- (a) Fund Reports will include a section in which an investment fund is required to insert a brief summary of the IFM's assessment of the investment fund's success in respect of achieving its investment objectives, and using its investment strategies to achieve those investment objectives, during the period covered by the report. We have included instructions that specifically assist investment funds that have environmental,

¹² Please see our consultation question on this issue.

¹³ <https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/81-101/2021-10-07/2021oct07-rid-avis-publication-final-acvm-en.pdf>

social and governance (**ESG**)-related aspects to their investment objectives and/or investment strategies, in providing this disclosure. We are of the view this will enhance ESG-related continuous disclosure for investors;

- (b) Fund Reports will include disclosure regarding the liquidity profile of the investment portfolio of the investment fund. We are of the view that investors should have access to in-depth yet understandable disclosure regarding the liquidity of the investments held in the investment portfolio of their investment fund, and that this new disclosure will help achieve that.

Despite suggestions from some stakeholders to do so, we have not proposed to eliminate the requirement for a reporting issuer investment fund to prepare and file an MRFP, because we are of the view that investors would benefit from a periodic update on the status of their investment fund. Research commissioned by the Investment Funds Institute of Canada found that 66% of conventional mutual fund investors and 69% of ETF investors were either interested, or very interested, in receiving and reading the information in a “management report”.¹⁴ We also recognize that the MRFP provides a baseline level of information in a consistent and comparable format that investors can use to stay apprised of an investment fund’s status. This is particularly important given that not all investment funds voluntarily produce the suite of supplementary, non-regulatory disclosure available in respect of some investment funds. Finally, we are of the view that the account-level report on charges and other compensation required by section 14.17 of *Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (Regulation 31-103)* or the investment performance report required by section 14.18 of *Regulation 31-103* are not acceptable substitutes for more detailed information on the status of an individual investment fund that may be held within a client’s account.

Some stakeholders are of the view that the MRFP is of low value to investors, citing what they claim are low take-up rates by investors. To the extent that MRFP take-up rates by investors are indeed low, we note that this may in part be influenced by the mechanism through which investors access the document. As referenced earlier, a separate CSA policy project is examining matters related to the delivery of continuous disclosure documents. We are also engaging with the CSA Investor Education Committee to explore how we can ensure strong investor awareness and understanding of the Fund Report.

While some stakeholders have suggested reducing the frequency of preparation of the MRFP, the draft Fund Report would maintain the annual and interim preparation requirements that are currently applicable for the MRFP. We are of the view that maintaining a twice-per-year filing requirement for reporting issuer investment funds that are not scholarship plans will keep Canadian investors current with the status of their investment funds, as compared to having only a once-per-year requirement (we are not proposing to modify the once-per year filing requirement of reporting issuer scholarship plans). It will also keep CSA requirements aligned with those of the following authorities which also require annual and semi-annual reports to be prepared by investment funds: the SEC;¹⁵ the Financial Conduct Authority (United Kingdom) (the **FCA**);¹⁶ the European Union;¹⁷ and the Australian Securities & Investments Commission.¹⁸

Behavioural Insights Research and Testing

We engaged the services of Behavioural Insights (Canada) Ltd. (the **Consultant**), a third-party consulting firm with expertise in behavioural insights, to assist in our redesign efforts. First, the Consultant prepared a literature review identifying (a) best practices regarding the presentation of MRFP (Fund Report) disclosure to retail investors, and (b) the challenges, needs, behaviours, understanding, and preferences of retail investors with respect to MRFP (Fund Report) disclosure (the **Literature Review**). Second, the Consultant surveyed 604 Canadian retail investors who currently own investment fund securities to determine their preferences with respect to MRFP (Fund Report) disclosure (the **Survey**), with 23% of participants completing the survey in French. Third, based on the Literature Review and the Survey, the Consultant identified behavioural barriers that might impede retail investors from using the MRFP, and suggested evidence-based interventions to address the barriers (the **Behavioural Barriers Report**). The Literature Review, the Survey and the Behavioural Barriers Report can be found in the Investment Fund

¹⁴ See slides 74 and 75 of the Canadian Mutual Fund & Exchange-Traded Fund Investors Survey (2023) prepared by Pollara Strategic Insights for the Investment Funds Institute of Canada: https://www.ific.ca/wp-content/themes/ific-new/util/downloads_new.php?id=28669&lang=en_CA.

¹⁵ <https://www.sec.gov/files/33-11125-fact-sheet.pdf> at page 1

¹⁶ <https://www.fca.org.uk/publication/discussion/dp23-2.pdf> at page 39, paragraph 6.13 and also see the FCA Handbook (<https://www.handbook.fca.org.uk/handbook/COLLG/2A/1.html>) at COLLG 2A.1.5(4)

¹⁷ <https://www.esma.europa.eu/publications-and-data/interactive-single-rulebook/ucits>, see Articles 68 and 69 of the European Union’s UCITS Directive.

¹⁸ http://classic.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s292.html for annual reports and http://classic.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s302.html for the half-year requirement

Continuous Disclosure Modernization Final Report prepared by the Consultant and published September 19, 2024 (the **Investor Testing Report**) on the website of the CSA.

Based on the information provided in the Literature Review, Survey, and Behavioural Barriers Report, as well as other sources of feedback on the MRFP (namely comments provided in response to the Project RID Publication for Comment, comments provided in response to OSC Staff Notice 11-784 and the recommendations of the Capital Markets Modernization Taskforce (Ontario)), the CSA developed three alternative designs for the MRFP, which will be referred to as Mock-Up 1, Mock-Up 2 and Mock-Up 3 (the **Mock-Ups**). The Consultant and the Ontario Securities Commission Investor Office also provided feedback on the effectiveness of the Mock-Ups at implementing the behavioural science-based recommendations outlined in the Behavioural Barriers Report. The Consultant then carried out a randomized controlled trial (**RCT**) to test the effectiveness of each of the Mock-Ups against each other and against a control MRFP designed to replicate an existing MRFP available today (the **Control MRFP**). The RCT was carried out with 2820 Canadian retail investors. Participants were either current or past owners of investment fund securities and 25% of the participants completed the study in French. English and French versions of the Control MRFP and the Mock-Ups can be found in the Investor Testing Report.

The investor testing focused on seven different outcome measures. The primary outcome measure was a score generated based on correct responses to 13 wide-ranging questions on the content of the documents that were tested (described as the “Core Comprehension” measure in the Investor Testing Report). The results of the RCT indicated that each of the Mock-Ups outperformed the Control MRFP. They also indicated that Mock-Up 3 scored the best, as compared to the Control MRFP, on the primary outcome measure, and better than the other Mock-Ups on most of the other outcome measures that were used to assess the documents. A description of the outcome measures, a detailed review of how the testing was carried out, and the results of the RCT, are available in the Investor Testing Report.

Upon conclusion of the RCT and upon a detailed review the investor testing results, the CSA sought the Consultant’s advice on additional opportunities to further improve the investor experience with Mock-Up 3. It was suggested that further simplifying the content of Mock-Up 3 would be the best approach. The CSA further streamlined Mock-Up 3, which forms the basis of the revised Form 81-106F1 being published for comment as part of the Draft Amendments (the **Draft Form 81-106A**). Material post-testing revisions made to Mock-Up 3 are set out in Annex B of this Notice. A sample modified version of Mock-Up 3 is proposed to be added to Policy Statement 81-106 and is published for comment in the Draft Changes. Publication of a sample document follows the approach used for the Fund Facts and ETF Facts. The sample is for illustrative purposes only.

As substantiated by the investor testing carried out by the Consultant, we are of the view that, as compared to the MRFP, the draft Fund Report is easier to read and understand, is more likely to be read, is easier to use in making decisions, is more likely to be seen as containing an appropriate amount of information, and is easier to navigate. We are also of the view that the streamlined document will be significantly less burdensome for IFMs to prepare.¹⁹

The Draft Amendments related to Workstream One impact the following regulations: Regulation 41-101, Regulation 44-101, Regulation 81-101, Regulation 81-102, Regulation 81-106, and Regulation 81-107. MI 11-103 will also be impacted in jurisdictions where that instrument applies. The Draft Changes related to Workstream One impact the following policy statements: Policy Statement 11-207, Policy Statement 12-202, Policy Statement 12-203, Policy Statement 41-101, Policy Statement 81-101, Policy Statement 81-102, and Policy Statement 81-106.

(b) Workstream Two – Conflicts Reports: Exemption from Select Conflict of Interest Reporting Requirements in Securities Legislation Where Other Similar Reporting Requirements are Met

We are proposing amendments to provide exemptions from certain statutory requirements in a number of jurisdictions that impose an obligation on IFMs to file reports with respect to specified types of related party transactions. In some instances, the types of related party transactions that are subject to reporting requirements are already subject to substantially similar reporting requirements in Regulation 81-107. The types of related party transactions in focus are the following:

- (a) a purchase or sale of securities between an investment fund and any related person;

¹⁹ We note, for example, that the English-language Control MRFP was 12 pages in length (13 in French) whereas the English-language Mock-Up 3 was 6 pages in length (7 in French). We also note that the Control MRFP was prepared in respect of an investment fund with 8 series, and that the size of the page reduction would have been less significant if it had fewer series, but even more significant if it had more series.

- (b) a purchase or sale effected by an investment fund through a related person with respect to which the related person received a fee from the investment fund, the other party to the transaction, or both;
- (c) a transaction in which the investment fund is a joint participant with at least one related person, excluding arrangements relating to insider trading in portfolio securities.

The statutory requirements at issue are identified in draft Appendix E to Regulation 81-102. Provisions have not been identified for Manitoba, Quebec, or Prince Edward Island, as those jurisdictions do not possess equivalent reporting requirements in their respective securities acts.

We note the following subsections of Regulation 81-107:

- (a) subsection 6.2(1), which concerns an investment fund making or holding an investment in the security of an issuer related to it, to its manager, or to an entity related to its manager;
- (b) subsection 6.3(1), which concerns an investment fund making an investment in the secondary market in a non-exchange traded debt security of an issuer related to it, to its manager, or to an entity related to the manager, and where the investment fund continues to hold the debt security;
- (c) subsection 6.4(1), which concerns an investment fund making an investment in a long-term debt security of an issuer related to it, to its manager, or to an entity related to the manager, if the investment is made under a distribution of the long-term debt security of that issuer, and where the investment fund continues to hold the debt security.

Transactions carried out in accordance with subsections 6.2(1), 6.3(1) and 6.4(1) of Regulation 81-107 are subject to their own, existing annual filing requirements which are set out in subsections 6.2(2), 6.3(3) and 6.4(2) of Regulation 81-107. Accordingly, the proposed exemptions from the overlapping statutory reporting requirements in the applicable securities acts are intended to provide greater clarity around reporting obligations by standardizing information requirements and removing unnecessary duplication.

In this context, we are proposing the creation of a new, standardized form to be used for the filing of related party transaction reports under subsections 6.2(2), 6.3(3) and 6.4(2) of Regulation 81-107 (the **Draft Form 81-107A**). The new, standardized form will require the disclosure of key details regarding related party transactions. We propose that when the form is filed, the statutory reporting requirements in draft Appendix E to Regulation 81-102 will not apply.

The details required pursuant to the Draft Form 81-107A do not generally include all of the disclosure elements required by the statutory requirements identified in draft Appendix E to Regulation 81-102. Additionally, the reports required pursuant to subsections 6.2(2), 6.3(3) and 6.4(2) of Regulation 81-107 must be filed annually while reports filed pursuant to the statutory requirements identified in draft Appendix E to Regulation 81-102 are required to be filed more frequently, for example within 30 days after the end of the month in which the transaction occurs. We are of the view that the streamlining of information reporting requirements and the reduced frequency of filing associated with the proposed exemption will not harm investor protection or efficiency of the markets. Our proposals in this area will ensure clear, standardized disclosure of information relevant to select related party transactions.

The Draft Amendments related to Workstream Two impact the following regulations: Regulation 81-102 and Regulation 81-107. The Draft Changes related to Workstream Two impact Policy Statement 81-107.

(c) Workstream Three – Financial Statements: Elimination of Certain Class or Series-Level Disclosures from the Investment Fund Financial Statement Reporting Requirements

We are proposing amendments to remove the requirement to prepare certain class- or series-level disclosures that are not required by IFRS, in the Statement of Comprehensive Income, the Statement of Changes in Financial Position, and the notes to the financial statements. In particular, we are proposing all of the following amendments:

- (a) delete the requirement in items 18 and 19 of section 3.2 of Regulation 81-106 to provide class or series-level disclosure of the increase or decrease in total equity from operations or net assets attributable to securityholders from operations, in total and on a per security basis, in the Statement of Comprehensive Income;
- (b) delete the requirement in section 3.3 of Regulation 81-106 to provide a breakdown of each line item in the Statement of Changes in Financial Position, by each class or series;

- (c) delete the requirement in paragraph (c) of item 2 of subsection 3.6(1) of Regulation 81-106 to provide disclosure in the notes to the financial statements identifying the differences between classes or series, including differences in sales charges and management fees.

We are of the view that for investment funds with multiple classes or series, the disclosures identified in paragraphs (a) and (b) above, can become excessively lengthy and complex. This makes it difficult for investors to read and understand the information presented in the financial statements. Given the minimal utility of the disclosure for investors (as it does not assist the typical investor in making decisions regarding their investment fund holdings), the required class or series-level disclosure is unduly burdensome for investment funds to prepare. Regarding the disclosure identified in paragraph (c) above, we note that class- or series-level disclosure regarding sales charges and management fees is available in other regulatory documents, such as the prospectus,²⁰ Fund Facts²¹ and ETF Facts²².

We note that the Draft Amendments will not impact investors' ability to access certain important class- or series-level disclosure in the financial statements. In particular, the total equity or net assets attributable to securityholders for each class or series, and per security of each class or series, will continue to be required in the Statement of Financial Position pursuant to items 14 and 15 of section 3.1 (Statement of Financial Position) of Regulation 81-106.

We have not proposed to eliminate the requirement for an investment fund to prepare an annual and interim Statement of Investment Portfolio as part of its annual financial statements and interim financial report. The Statement of Investment Portfolio provides comprehensive information about the investment portfolio of an investment fund that is not disclosed in other regulatory documents. The information can be used to provide investors with information to determine whether the holdings of their investment fund overlap with those of other investments they already hold, as well as provide transparency to investors seeking to understand the fair value assigned to the holdings of their investment fund. We also note that the SEC requires that investment funds prepare a Schedule of Investments,²³ and that the FCA requires that a list of a fund's investments be prepared as part of the authorized fund manager's report in both the annual and half yearly reports.²⁴

We also have not proposed to relocate the Statement of Investment Portfolio to a location outside of the annual financial statements and interim financial report of an investment fund (e.g., as a new separate filing requirement or as a requirement for posting to the designated website of an investment fund). We are of the view that the Statement of Investment Portfolio is an important component of the annual financial statements and interim financial report, and should be presented alongside the other required documents within them. We are also of the view that the Statement of Investment Portfolio should remain subject to a filing requirement.

The Draft Amendments related to Workstream Three impact Regulation 81-106. There are no Draft Changes related to Workstream Three.

(d) Additional Initiative - Implementation of Fund Expense Ratio into Fund Facts and ETF Facts

We are proposing amendments to implement the FER Revisions. The FER was implemented into some regulatory documents as part of the *Total Cost Reporting (TCR) for Investment Funds and Segregated Funds* joint publication of the CSA and Canadian Council of Insurance Regulators publication, dated April 20, 2023 (the **TCR Amendments**).²⁵ We are proposing to replace the following references in the Fund Facts and ETF Facts:

- (a) in the "Quick facts" section, replace the reference to "Management expense ratio (MER)" with a reference to FER;
- (b) in the "How much does it cost?" section, replace the reference to "Fund expenses" in the "Fund/ETF expenses" table, with a reference to FER.

²⁰ See, for example, Item 9 (Fees and Expenses) of Part A of Form 81-101F1 *Content of Simplified Prospectus* and Item 3.6 (Fees, Expenses and Returns) of Form 41-101F2 *Information Required in an Investment Fund Prospectus*.

²¹ See Item 1 (Costs of Buying, Owning and Selling the Fund) of Part II of Form 81-101F3 *Contents of Fund Facts Document*.

²² See Item 1 (Costs of Buying, Owning and Selling the ETF) of Part II of Form 41-101F4 *Information Required in an ETF Facts Document*.

²³ See section 30(e) of the *Investment Company Act of 1940* and § 210.6-10 of Regulation S-X.

²⁴ See subsection (7A) of COLL 4.5.9R of the FCA Handbook (<https://www.handbook.fca.org.uk/handbook/COLL/4/5.html>) and section 3.13 of the Statement of Recommended Practice for financial statements of *authorised funds* issued by the Investment Management Association in May 2014 (<https://www.theia.org/sites/default/files/2019-05/20140513-SORP2014.pdf>).

²⁵ <https://lautorite.qc.ca/fileadmin/lautorite/reglementation/valeurs-mobilieres/31-103/2023-04-20/2023avril20-31-103-avis-publ-tcr-en.pdf>

These revisions are intended to create alignment between the use of the FER in the draft Fund Report, as well as the use of FER that will, pursuant to the TCR Amendments, be required in the annual report on charges and other compensation prepared under section 14.17 of Regulation 31-103.

The Draft Amendments related to this Additional Initiative impact Regulation 41-101 and Regulation 81-101. There are no Draft Changes related to this Additional Initiative.

(e) Additional Initiative - Minor Revisions Related to the Version of Form 81-101F1 Contents of Simplified Prospectus that Came into Force on January 6, 2022

We are proposing several amendments of an editorial nature to the version of Form 81-101F1 that came into force on January 6, 2022. We are also proposing several minor amendments to Form 81-101F1 to address feedback received following its in-force date. These amendments aim to:

- (a) provide an option for a mutual fund with multiple, separately bound Part B sections in its multiple simplified prospectus, to prepare a Part B Introduction at the end of the Part A section of its multiple simplified prospectus. This will permit a reader to more easily navigate that type of document;
- (b) for a multiple simplified prospectus with separately bound Part A and Part B sections, eliminate the requirement to list the mutual funds to which the multiple simplified prospectus pertains, after the table of contents. This is on the basis that the front cover must contain such a listing. The requirement to identify where each Part B section can be found will be maintained;
- (c) more clearly mandate disclosure of a mutual fund's start date in Part B of its simplified prospectus.

The Draft Amendments related to this Additional Initiative impact Regulation 81-101. There are no Draft Changes related to this Additional Initiative.

Transition/Effective Date

Subject to the nature of comments we receive, as well as any applicable regulatory requirements, we are proposing that, if approved, the Draft Amendments will become effective approximately 3 months after the final publication date. However, we are also proposing to provide an exemption from compliance in respect of each Workstream and the FER Revisions, for approximately a 9-month period following the effective date. Please see Annex A – Specific Questions for Comment Relating to the Draft Amendments and Draft Changes for a consultation question regarding the effective date of the final amendments and final changes, as well as the contemplated exemptions.

Request for Comments

Please submit your comments on the Draft Amendments, the Draft Changes, and the consultation questions in this Notice (see Annex A – Specific Questions for Comment Relating to the Draft Amendments and Draft Changes). We cannot keep submissions confidential because securities legislation requires publication of a summary of written comments received during the comment period. All comments received will be posted on the website of each of the Alberta Securities Commission at www.asc.ca, the Ontario Securities Commission at www.osc.ca and the Autorité des marchés financiers at www.lautorite.qc.ca. Therefore, you should not include personal information directly in comments to be published. It is important you state on whose behalf you are making the submissions.

Deadline for Comments

Please submit your comments in writing, by email, on or before **January 17, 2025**.

Where to Send Your Comments

Address your submission to the CSA as follows:

Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission of New Brunswick
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Northwest Territories
Registrar of Securities, Yukon Territory
Superintendent of Securities, Nunavut

Deliver your comments only to the addresses below. Your comments will be distributed to the other participating CSA jurisdictions.

Me Philippe Lebel
Corporate Secretary and Executive Director, Legal
Affairs
Autorité des marchés financiers
Place de la Cité, tour Cominar
2640, boulevard Laurier, bureau 400
Québec (Québec) G1V 5C1
Fax: 514 864-8381
Email: consultation-en-cours@lautorite.qc.ca

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8
Fax: 416 593-2318
Email: comments@osc.gov.on.ca

Contents of Annexes

The text of the Draft Amendments and Draft Changes is published with this Notice, and is available on CSA member websites. This Notice contains the following annexes:

- Annex A: Specific Questions for Comment Relating to the Draft Amendments and Draft Changes
- Annex B: Material Modifications Made to Mock-Up 3 Following Completion of Investor Testing

Questions

Please refer your questions to any of the following CSA staff:

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ANNEX A

SPECIFIC QUESTIONS FOR COMMENT RELATING TO THE DRAFT AMENDMENTS AND DRAFT CHANGES

General

1. **Other Areas for Modernization.** Are there any other areas of the continuous disclosure regime for investment funds that should be modernized, and which have not been addressed as part of this project? Please provide detailed rationale for each suggestion.
2. **Effective Dates and Exemptions.** As described in the Notice, the CSA is proposing that the final amendments and final changes have an effective date of three months following final publication. However, the CSA is also proposing time-limited exemptions from compliance with the final amendments and final changes. In particular, we are proposing to provide an exemption from compliance in respect of each Workstream and the FER Revisions, for approximately a 9-month period following the effective date. (See also the transition provisions at the end of each amending regulation, which have been drafted with the intention to give effect to these arrangements.)
 - a. In respect of each Workstream and the FER Revisions, please comment on whether the proposed effective date is appropriate and whether the proposed length of the exemption from compliance is sufficient to enable investment funds to prepare for the new requirements. If not, provide alternative timelines and an explanation of how any additional time would be used.
 - b. In respect of Workstream One – Fund Report, please comment on whether an investment fund that prepared an interim MRFP using the requirements set out in the Current Form 81-106F1 should be able to file its subsequent annual MRFP also using the requirements set out in the Current Form 81-106F1, even where the currently envisioned exemption period has ended. If yes, please explain why.

Workstream One – Fund Report

3. **Frequency of Preparation.** Currently, an investment fund that is a reporting issuer must file an annual MRFP and an interim MRFP (see section 4.2 of Regulation 81-106) and an investment fund that is a reporting issuer and a scholarship plan must file an annual MRFP but is not required to file an interim MRFP (see section 4.3 of Regulation 81-106). We are proposing that these filing requirements would remain unchanged for the Fund Report. Please comment on whether this proposed approach meets investor needs for remaining current as to the status of their reporting issuer investment fund holdings.
4. **Forward Looking Information.** The Draft Form 81-106A will require standardized language regarding forward looking information to be placed towards the beginning of a Fund Report (see draft Item 3 of Part A), with an option to provide additional disclosure in the Other Material Information section at the end of the Fund Report. The standardized language is intended to be more easily understood by investors, and the option to provide additional disclosure later in the document is intended to provide investment funds with the flexibility to supplement the required language. Please comment on whether this proposed approach to forward looking information disclosure in the Fund Report meets investor needs for transparency around the forward-looking information, and the needs of investment funds. If not, please propose an alternative approach along with detailed rationale as to why the alternative approach would represent an improvement.
5. **Years of FER Disclosure.** The Costs section of the Draft Form 81-106A includes a requirement to provide FER information for only one year, with a statement regarding any increase from the previous year in the summary, where such a summary is provided (see draft Item 6 of Part A). Please comment on whether additional FER information should be required (e.g., two years' worth of information). Alternatively, please comment on whether increases or decreases in FER as compared to the last prepared Fund Report should be identified in their own column in the table that appears in the Costs section, with the corresponding removal of such information from the summary. If writing in support of a particular approach, please describe how the approach selected would support making the Fund Report easier to read and understand, easier to use, and easier to navigate, for investors, than the MRFP.
6. **MER Without Waivers or Absorptions.** The Draft Form 81-106A requires the presentation of MER in the Costs section. No space has been included within the Costs section to disclose MER without waivers or absorptions, where expenses have been waived or absorbed. Instead, instructions have been provided to disclose MER without waivers or absorptions in the Other Material Information section, along with a cross-reference, in the Costs section, to that information (see draft Item 6 of Part A). This approach to presenting MER without waivers

or absorptions is being proposed because we are of the view that it assists in making the Fund Report easier to read and understand. Please comment on whether the proposed disclosure is effective in achieving this aim. If not, please propose an alternative approach (e.g. presenting MER without waivers or absorptions as a new column within the table in the Costs section) and explain why it would represent an improvement.

7. **ESG-Specific Disclosure.** The Draft Form 81-106A includes a requirement that an investment fund provide a brief summary of the IFM's assessment of the investment fund's success in achieving its investment objectives and using its investment strategies to achieve those investment objectives, during the period covered by the Fund Report (see draft Item 4 of Part A). Detailed instructions are also provided regarding how the disclosure should be completed in the case of an investment fund that has ESG-related aspects to its investment objectives or investment strategies. These instructions are not intended to create any additional burden for such investment funds. Rather, they are intended to clarify how those investment funds can appropriately satisfy the requirements that apply to all investment funds in that section. Please comment on whether these detailed instructions would make it challenging to provide concise disclosure in the Investment Objectives and Investment Strategies section of the Fund Report. If a challenge is identified, please provide details and suggest an alternative approach.
8. **Classes/ Series of Performance Information.** The Draft Form 81-106A includes a requirement that performance information be disclosed in respect of the class or series of the investment fund with the highest management fee, and any other class or series for which performance would vary based on a characteristic besides management fees (see draft Item 7 of Part A). This varies from the Current Form 81-106F1, which requires that performance information for all classes or series be provided (see Item 4 of Part B of the Current Form 81-106F1). We are of the view that the proposed requirements for presenting performance information will generally reduce the number of classes or series for which performance information will need to be provided in a Fund Report. We are also of the view that this will have the effect of making the Performance section of the Fund Report easier to navigate for an investor, while presenting the most essential performance information for an investor to be aware of (i.e. the class or series of the investment fund with the highest management fee, and any other class or series for which performance would vary based on a characteristic besides management fees).
 - a. Please comment on whether this proposed approach for determining which classes or series of an investment fund for which performance information should be provided, meets investor needs for a Fund Report that is easy to navigate but which also contains sufficient information for an investor to make decisions. If not, please describe an alternative approach in detail that would meet the same objectives. In particular, provide specific criteria that might be used to determine which class or series of performance information should be included.
 - b. Should the proposed requirements for which classes or series of performance information be provided, be modified to also require the disclosure of performance information for the class or series with the lowest management fee that is available for purchase by a retail investor? We are particularly interested in feedback on this issue given the increasing popularity of no-load classes or series and fee-based accounts.
 - c. For situations where a particular class or series of an investment fund has the highest management fee but no performance information that can be disclosed, please propose an alternative form of disclosure.
 - d. Please comment on whether investment funds should be required to present performance information on their designated website for any class or series that does not have its performance information included in a Fund Report, together with a cross-reference to such information in the Fund Report. If yes, provide detailed comments on the challenges that an IFM would face in meeting this requirement.
9. **Related Party Transactions.** The Draft Form 81-106A does not include a section requiring disclosure pertaining to related party transactions. Instead, a different requirement has been developed and added as an appendix (to be prepared by the IFM) to the annual report to securityholders that an investment fund's IRC must prepare pursuant to section 4.4 of Regulation 81-107. This contrasts with the Current Form 81-106F1 which includes a section entitled "Related Party Transactions" (see Item 2.5 of Part B of the Current Form 81-106F1). Please comment on whether this proposed approach to disclosure regarding related party transactions is an effective method of providing this information to investors while ensuring that the Fund Report contains the appropriate amount of information and is easy to navigate.
10. **Liquidity.** Investment fund liquidity risk management is an area of increasing regulatory focus. We are of the view that investors should have access to in-depth yet understandable disclosure regarding the liquidity of the investments held in the investment portfolio of their investment fund. For this reason, the Draft Form 81-106A includes a Liquidity Profile section (see Item 11 of Part A of the Draft Form 81-106A). The Current Form 81-

106F1 does not contain a comparable requirement. Please comment on whether the disclosure proposed for the Liquidity section of the Fund Report is understandable to investors and contains the appropriate amount of information for them. If not, please describe in detail an alternative approach.

11. **Scholarship Plan MER.** The Draft Form 81-106A requires that a scholarship plan provide its MER, and where applicable, its MER without waivers and absorptions (see Item 6 of Part A of the Draft Form 81-106A). In contrast, the Current Form 81-106F1 does not require that a scholarship plan provide such information (see Item 3.2 of Part B of the Current Form 81-106F1).
 - a. Please comment on whether an investor in a scholarship plan would find this information less useful than an investor in another type of investment fund. If yes, please provide a detailed explanation.
 - b. Please comment on whether scholarship plans will experience any unique challenges in preparing this information for a Fund Report. If so, describe the challenges in detail and explain whether there are any ways through which scholarship plans can address those challenges.
12. **Other Material Information.** The Draft Form 81-106A includes a section entitled “Other Material Information” (see Item 13 of Part B of the Draft Form 81-106A). A similar section is also present in the Current Form 81-106F1 (see Item 6 of Part B of the Current Form 81-106F1). Please comment on whether there are alternative methods for presenting the information that might currently be placed in this section. When responding, please consider not only the disclosure requirements of the section itself but also any places in the Draft Form 81-106A where cross-references to the Other Material Information section are a possibility (e.g. the Forward Looking Information section for supplementary disclosure an investment fund wishes to provide, and the Costs section for information on MER without waivers and absorptions – see Items 3 and 6, respectively, of Part A of the Draft Form 81-106A).
13. **Designated Website Disclosure.** Under subsection 16.1.2(1) of Regulation 81-106, an investment fund must designate one qualifying website on which the fund intends to post disclosure as required by securities legislation. Please comment on whether any disclosure from the Fund Report should be removed and, instead, replaced with a requirement to place that disclosure on the designated website of an investment fund. If yes, please provide details regarding any challenges that an IFM might face with respect to such placement and comment on whether such disclosure should be subject to a separate filing requirement.
14. **Cross-References to Designated Website.** The Draft Form 81-106A includes several cross references to information that may be available on the designated website of an investment fund (see Item 5 of Part A of the Draft Form 81-106A which references Quarterly Portfolio Disclosure, and Item 7 of Part A of the Draft Form 81-106A which references performance information where it is available). Please comment on whether any other information that is, or may be, disclosed on the designated website of an investment fund, should also be cross-referenced in the Fund Report.
15. **Modifications for Specific Investment Funds.** The Draft Form 81-106A has been prepared in such a way that it will be applicable to all types of reporting issuer investment funds, with modifications for scholarship plans where appropriate (see Item 9 of Part A of Form 81-106F1). This mirrors the approach taken in the Current Form 81-106F1. Please comment on whether any additional modifications to the Draft Form 81-106A are required for certain types of investment funds. We are particularly interested in types of investment funds that are less commonly held than conventional mutual funds and ETFs. Identify specific situations where additional instructions would be beneficial, as well as sample instruction language. Please also comment on whether any proposals would create concerns around maintaining a Fund Report that is easy to read and understand, as well as easy to use in making decisions.
16. **Additional Suggestions.** Please comment on whether the content and format of the Fund Report can be further enhanced to support the needs of investors and other stakeholders, to the extent such comments have not already been provided as part of responses to earlier questions. Please support any comments with reference to findings in the Investor Testing Report or other applicable research. Where other research is referenced, please provide citations.
17. **Investor Education.** The CSA wants to ensure that investors understand why the MRFP is being replaced with the Fund Report. The CSA also wants to ensure that investors understand the new features and content within the document. Several avenues are being considered to achieve these aims, including a digital campaign and an annotated Fund Report.

- a. Please comment on whether these types of educational tools would be sufficient to support investor understanding of the Fund Report. If not, please provide detailed suggestions regarding additional measures that the CSA should consider.
- b. Please comment on how IFMs and investment fund dealers can play a role in supporting efforts to help investors understand the Fund Report. Please also comment on how the CSA can facilitate IFM and dealer efforts in this regard.

Workstream Two - Conflicts

18. **Additional Disclosure Elements.** The Draft Form 81-107A will serve as a new, standardized form to be used for the filing of related party transaction reports under subsections 6.2(2), 6.3(3) and 6.4(2) of Regulation 81-107. The types of transactions to which the Draft Form 81-107A applies, include purchases by an investment fund but not transactions where the investment fund took part in the sale of securities. Please comment on whether any stakeholders would be disadvantaged by sale information being left out of the Draft Form 81-107A. If any stakeholders are identified, please provide details on how they would use the sale information, if provided.

Workstream Three - Financial Statements

19. **Stakeholders that would Benefit from Maintaining Disclosure.** As part of the Draft Amendments for this Workstream, we are proposing to eliminate certain class- or series-level disclosure requirements under Part 3 of Regulation 81-106 that are not required by IFRS. Please comment on whether any stakeholders would benefit from these disclosure requirements remaining in place. If any stakeholders are identified, please provide details on how they currently use such information and comment on whether any alternative sources of information are available.

Additional Initiative - Implementation of Fund Expense Ratio into Fund Facts and ETF Facts

20. **Timing Considerations.** The Draft Amendments implement the FER into the Fund Facts and ETF Facts, namely the "Quick facts" and the "How much does it cost?" sections of those documents. Please comment on whether there are any timing issues that should be considered with respect to the implementation of these Draft Amendments, given that the TCR Project amendments are expected to come into effect on January 1, 2026, subject to certain transition periods. When commenting, please consider that the effective date of the amendments and changes being proposed as part of this initiative have not yet been finalized.

ANNEX B

MATERIAL MODIFICATIONS MADE TO MOCK-UP 3 FOLLOWING COMPLETION OF INVESTOR TESTING

Material Modifications to Mock-Up 3	Rationale
<i>Portfolio Holdings section</i>	
Delete requirement to provide summary.	The information provided in the increased/decreased exposure table will already be succinct and providing a summary may not be useful.
<i>Costs section</i>	
Only provide one year of information.	Streamline document to reduce amount of information a reader must process.
Add fund expenses information; both percentage figures (i.e. the Fund Expense Ratio) and dollar figures (for a \$1000 investment); bold both.	Reduce cognitive strain on readers by carrying out the addition of MER and TER for them; respond to poor performance of participants in the investor testing in calculating total expenses for a given series; provide cost information in dollars which is easier for readers to understand.
Place MER, TER, Fund Expense Ratio and fund expenses (in dollar figures) in a single table.	Streamline document given reduced number of years of information being presented. Make it easier for investors to understand the individual components of the Fund Expense Ratio and how they translate into dollar amounts.
Only provide MER before absorptions, if necessary, in the Other Material Information section (with a footnote directing the reader there); explain meaning of MER before absorption where it is presented.	Simplify document in such a way that reflects the relatively rare instances where this information is presented.
Modify "Did you know..." disclosure to reflect changes above, including explaining Fund Expense Ratio computation as a formula; have information on different series' costs in its own box.	Simplify presentation of information in these text boxes.
<i>Performance section</i>	
Delete line graph showing growth of a \$1000 investment.	Streamline document; rely on the two other forms of performance information presented, which we think provide sufficient information on past performance considering the length of the document.
Reference "fund expenses" instead of expenses.	Consistent with terminology used in the Costs section.
Replace past performance warning example with the following: "For example, strong past performance may not be repeated."	This language is easier to understand and borrows from the language used in subsection 15.4(3) of Regulation 81-102.
Restructure "Performance Against Benchmark" text box so that it sets out net performance of the investment fund against the benchmark over the last year.	Reduce cognitive strain on readers by carrying out the arithmetic comparison for them; respond to poor performance of participants in the investor testing in calculating performance against a benchmark.
Include percentage on top or bottom of each bar in the annual performance bar chart.	Make it easier to identify precise annual performance figures.

Unless more than one series of information is presented, delete footnote referencing different series' performance being impacted by different expenses.	Reduce any confusion that might arise where only one series' worth of information is presented.
Modify "More Information" note on costs to also reference performance and specifically mention availability of information on each series in, where applicable, the designated website and the Fund Facts.	Provide the location of this information for those who may wish to see it.
<i>Statistics section</i>	
Only provide one year of information.	Streamline document to reduce amount of information a reader must process.
Place Portfolio Turnover Rate into a standalone table.	Streamline document and avoid duplication of Portfolio Turnover Rate figure for each class (since it is a fund-level statistic).
Include disclosure of portion of distributions that are return of capital.	Provide enhanced information regarding this particular type of distribution, which may be especially important for investors to be aware of, if they are receiving it.
<i>Liquidity section</i>	
Only provide bullet point disclosure where necessary (i.e. there is something material to report), otherwise do not include or insert something to indicate there were no material liquidity issues to report on.	Streamline document to reduce amount of information a reader must process.
Consolidate the "Did you know..." information bubble into the "How to read this information" bubble.	Streamline document to reduce amount of information a reader must process.
Add "information is as of a certain date" in the section title; remove present tense language.	Clarify that information is not current to publication date.
<i>Other</i>	
Where no borrowing or leverage is used, implement a form requirement that would, in one sentence with no sub-headings, say that neither is used.	Streamline document to reduce amount of information a reader must process.
Include a QR code (with explanation) next to the designated website address (end of document only) as well as the CSA website address.	Improve accessibility to additional resources for readers who may happen to be in possession of a paper copy of the document.
Include filing date on the line which has the designated website.	Provide the filing date as well as indicate currency of the information (relative to the reporting period end date).
Remove the estimated time needed for review.	There may be challenges in ascertaining a correct estimated reading time.
Add "Other Material Information" section.	Provide opportunity for presentation of information that is important to include but which doesn't have a designated location in the document.
Remove reference to Material Change Reports.	Eliminate given reintroduction of "Other Material Information" section.
Do not require summary boxes where information provided would be substantially the same as that in the section, in terms of length and detail.	Streamline the document while acknowledging the value of this feature from a behavioural science perspective.

