



Document Type: Amendment Instrument
Document N°: 45-106F3
Subject: Amendment Instrument to *Offering Memorandum for Qualifying Issuers*
Publication Date: 17 December 2007
Effective Date: 31 December 2007

Amendments to Form 45-106F3 *Offering Memorandum for Qualifying Issuers of National Instrument 45-106 Prospectus and Registration Exemptions*

1. This Instrument amends Form 45-106F3 *Offering Memorandum for Qualifying Issuers*.

2. Form 45-106F3 *Offering Memorandum for Qualifying Issuers* is amended by,

(a) adding the following after item A.11 under the heading “Instructions for Completing Form 45-106F3 *Offering Memorandum for Qualifying Issuers*”

12. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. If an extract of FOFI, as defined in National Instrument 51-102 *Continuous Disclosure Obligations*, is disseminated, the extract or summary must be reasonable and balanced and must have a cautionary note in boldface stating that the information presented is not complete and that complete FOFI is included in the offering memorandum., **and**

(b) striking out “Refer to National Policy 48 *Future Oriented Financial Information* if future oriented financial information is included in the offering memorandum.” in item B.2 under the heading “Instructions for Completing Form 45-106F3 *Offering Memorandum for Qualifying Issuers*” and substituting “Forward-looking information included in an offering memorandum must comply with section 4A.2 of NI 51-102 and must include the disclosure described in section 4A.3 of NI 51-102. In addition to the foregoing, FOFI or a financial outlook, each as defined in NI 51-102, included in an offering memorandum must comply with Part 4B of NI 51-102. Additional guidance may be found in the companion policy to NI 51-102.

3. These amendments come into force on 31 December 2007.