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**NATIONAL INSTRUMENT 44-102
SHELF DISTRIBUTIONS**

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

(1) In this Instrument

"acting jointly or in concert" has the meaning ascribed to that phrase in securities legislation;

"at-the-market distribution" means a non-fixed price distribution of equity securities under the shelf procedures into a pre-existing trading market in which securities of the same class are traded;

"base shelf prospectus" means a short form prospectus that is prepared in the form required under NI 44-101 as varied in accordance with this Instrument;

"clearing corporation" has the meaning ascribed to that term in National Instrument 81-102 Investment Funds;

"conventional convertible security" means a security of an issuer that is, according to its terms, convertible into, or exchangeable for, other securities of the issuer, or of an affiliate of the issuer;

"conventional warrant or right" means a security of an issuer, other than a clearing corporation, that gives the holder the right to purchase securities of the issuer or of an affiliate of the issuer;

"designated rating" has,

- (a) for the purposes of section 2.6, the meaning ascribed to that term in paragraph (a) of the definition of "designated rating" in NI 44-101, and
- (b) except as described in paragraph (a), the meaning ascribed to that term in paragraph (b) of the definition of "designated rating" in NI 44-101;

"index participation unit" means a security traded on a stock exchange in Canada or the United States and issued by an issuer the only purpose of which is to

- (a) hold the securities that are included in a specified widely quoted market index in substantially the same proportion as those securities are reflected in the index; or
- (b) invest in a manner that causes the issuer to replicate the performance of that index;

"method 1" means the method described in Appendix A of providing forward looking forms of prospectus certificates in a base shelf prospectus or in a shelf prospectus supplement that establishes an MTN program or continuous distribution;

"method 2" means the method described in Appendix B of providing non-forward looking forms of prospectus certificates in a base shelf prospectus and a shelf prospectus supplement;

"MTN program" means a continuous distribution of debt securities in which the specific variable terms of the individual debt securities and the method of distribution of those securities are determined at the time of the distribution;

"novel" means,

- (a) for a specified derivative proposed to be distributed using the shelf procedures and that has an underlying interest that is not a security of the issuer,
 - (i) a derivative of a type that has not been distributed by the issuer by way of prospectus in a jurisdiction of Canada before the proposed distribution, or
 - (ii) a derivative of a type that has been distributed by the issuer by way of prospectus in a jurisdiction of Canada before the proposed distribution if

- (A) the attributes of the derivative differ materially from the attributes of derivatives of the same type previously distributed by the issuer by way of prospectus,
 - (B) the structure and contractual arrangements underlying the derivative differ materially from the structure and contractual arrangements underlying derivatives of the same type previously distributed by the issuer by way of prospectus, or
 - (C) the type of the underlying interest for the derivative differs materially from the type of underlying interest for derivatives of the same type previously distributed by the issuer by way of prospectus, and
- (b) for an asset-backed security proposed to be distributed using the shelf procedures,
- (i) a security of a type that has not been distributed by way of prospectus in a jurisdiction of Canada before the proposed distribution, or
 - (ii) a security of a type that has been distributed by way of prospectus in a jurisdiction of Canada before the proposed distribution if
 - (A) the attributes of the security differ materially from the attributes of securities of the same type previously distributed by way of prospectus,
 - (B) the structure and contractual arrangements underlying the security differ materially from the structure and contractual arrangements underlying securities of the same type previously distributed by way of prospectus, or
 - (C) the type of financial assets servicing the security differ materially from the type of financial assets servicing securities of the same type previously distributed by way of prospectus;

"pricing supplement" means a shelf prospectus supplement that contains the price of securities distributed under an MTN program or other continuous distribution using the shelf procedures;

"shelf information" means the information permitted by this Instrument to be omitted from a base shelf prospectus;

"shelf procedures" means the requirements in this Instrument for the distribution of securities under a base shelf prospectus and a shelf prospectus supplement;

"shelf prospectus supplement" means a supplement to a base shelf prospectus, containing some or all of the information omitted from the base shelf prospectus as permitted by this Instrument;

"specified derivative" means an instrument, agreement or security, the market price, value or payment obligations of which are derived from, referenced to, or based on an underlying interest, other than one that is also

- (a) a conventional convertible security,
- (b) a specified asset-backed security,
- (c) an index participation unit,
- (d) a government or corporate strip bond,
- (e) a capital, equity dividend or income share of a subdivided equity or fixed income security,
- (f) a conventional warrant or right, or
- (g) a special warrant; and

"stabilization provisions" means those provisions of securities legislation that prohibit an issuer, selling securityholder, underwriter or dealer, or an affiliate of any of the foregoing persons or companies, or any person or company acting jointly or in concert with any of them from trading in securities being distributed by way of prospectus during the period of distribution.

- (2) Every term that is defined or interpreted in NI 41-101 or NI 44-101, the definition or interpretation of which is not restricted to a specific portion of NI 41-101 or NI 44-101, has, if used in this Instrument, the meaning ascribed to it in NI 41-101 or NI 44-101, unless otherwise defined or interpreted in this Instrument.

1.2 Amendments

References in this Instrument, other than in Appendix A and Appendix B, to an amendment to a prospectus include both an amendment that does not fully restate the text of a prospectus and an amended and restated prospectus.

1.3 Repealed

PART 2 SHELF QUALIFICATION AND PERIOD OF RECEIPT EFFECTIVENESS

2.1 General An issuer shall not file a short form prospectus that is a base shelf prospectus, unless the issuer is qualified to do so under this Instrument.

2.2 Shelf Qualification for Distributions Qualified under Section 2.2 of NI 44-101 (Basic Qualification)

- (1) An issuer is qualified to file a preliminary short form prospectus that is a preliminary base shelf prospectus if, at the time of filing, the issuer is qualified under section 2.2 of NI 44-101 to file a prospectus in the form of a short form prospectus.
- (2) An issuer that has filed a preliminary base shelf prospectus in reliance on the qualification criteria in subsection (1) is qualified to file a short form prospectus that is the corresponding base shelf prospectus.
- (3) A receipt issued for a base shelf prospectus of an issuer qualified under subsection (2) is effective until the earliest of
 - (a) the date 25 months from the date of its issue;
 - (b) the time immediately before the entering into of an agreement of purchase and sale for a security to be sold under the base shelf prospectus, if at that time
 - (i) the issuer does not have current annual financial statements and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (ii) the issuer does not have a current AIF and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (iii) the issuer's equity securities are not listed or posted for trading on a short form eligible exchange,
 - (iv) the issuer is an issuer
 - (A) whose operations have ceased, or
 - (B) whose principal asset is cash, cash equivalents, or its exchange listing, or
 - (v) the issuer has withdrawn its notice declaring the issuer's intention to be qualified to file a short form prospectus under NI 44-101; and
 - (c) in Ontario, the lapse date prescribed by securities legislation.

2.3 Shelf Qualification for Distributions Qualified under Section 2.3 of NI 44-101 (Designated Rating Non-Convertible Securities)

- (1) An issuer is qualified to file a preliminary short form prospectus that is a preliminary base shelf prospectus for designated rating non-convertible securities if, at the time of filing, the issuer
 - (a) is qualified under section 2.3 of NI 44-101 to file a prospectus in the form of a short form prospectus; and
 - (b) has reasonable grounds for believing that, if it were to distribute securities under the base shelf prospectus, the securities distributed would receive a designated rating and would not receive a rating lower than a designated rating from any designated rating organization or its DRO affiliate.
- (2) An issuer that has filed a preliminary base shelf prospectus in reliance on the qualification criteria in subsection (1) is qualified to file a short form prospectus that is the corresponding base shelf prospectus if, at the time of the filing of the base shelf prospectus, the issuer has reasonable grounds for believing that, if it were to distribute non-convertible securities under the base shelf prospectus, the securities distributed would receive a designated rating and would not receive a rating lower than a designated rating from any designated rating organization or its DRO affiliate .
- (3) A receipt issued for a base shelf prospectus of an issuer filed under subsection (2) is effective until the earliest of
 - (a) the date 25 months from the date of its issue;
 - (b) the time immediately before the entering into of an agreement of purchase and sale for a security to be sold under the base shelf prospectus, if at that time
 - (i) the issuer does not have current annual financial statements and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (ii) the issuer does not have a current AIF and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (iii) the issuer has withdrawn its notice declaring the issuer's intention to be qualified to file a short form prospectus under NI 44-101, or
 - (iv) the securities to which the agreement relates
 - (A) havenot received a final designated rating,

- (B) are the subject of an announcement by a designated rating organization or its DRO affiliate, of which the issuer is or ought reasonably to be aware, that the designated rating given by the organization may be down-graded to a rating category that would not be a designated rating, or
- (C) have received a provisional or final rating lower than a designated rating from any designated rating organization or its DRO affiliate; and

(c) In Ontario, the lapse date prescribed by securities legislation.

2.4 Shelf Qualification for Distributions under Section 2.4 of NI 44-101 (Guaranteed Non-Convertible Debt Securities, Preferred Shares and Cash Settled Derivatives)

- (1) An issuer is qualified to file a short form prospectus that is a preliminary base shelf prospectus for non-convertible debt securities, non-convertible preferred shares or non-convertible cash settled derivatives if, at the time of filing, the issuer is qualified under section 2.4 of NI 44-101 to file a prospectus in the form of a short form prospectus.
- (2) An issuer that has filed a preliminary base shelf prospectus in reliance on subsection (1) is qualified to file a short form prospectus that is the corresponding base shelf prospectus.
- (3) A receipt issued for a base shelf prospectus of an issuer qualified under subsection (2) is effective until the earliest of
 - (a) the date 25 months from the date of its issue;
 - (b) the time immediately before the entering into of an agreement of purchase and sale for a security to be sold under the base shelf prospectus, if at that time
 - (i) a credit supporter has not provided full and unconditional credit support for the securities to which the shelf prospectus supplement relates,
 - (ii) unless the requirements of subparagraph 2.4(1)(b)(ii) of NI 44-101, but not the requirements of subparagraph 2.4(1)(b)(i) of NI 44-101, were satisfied at the time the issuer filed its base shelf prospectus, the credit supporter does not have current annual financial statements and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (iii) unless the requirements of subparagraph 2.4(1)(b)(ii) of NI 44-101, but not the requirements of subparagraph 2.4(1)(b)(i) of

NI 44-101, were satisfied at the time the issuer filed its base shelf prospectus, the credit supporter does not have a current AIF and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,

- (iv) the issuer has withdrawn its notice declaring the issuer's intention to be qualified to file a short form prospectus under NI 44-101, or
- (v) either of the following is true
 - (A) the credit supporter's equity securities are not listed or posted for trading on a short form eligible exchange, or
 - (B) the credit supporter is a credit supporter
 - (I) whose operations have ceased, or
 - (II) whose principal asset is cash, cash equivalents, or its exchange listing, and

either of the following is true:

- (C) the credit supporter does not have issued and outstanding non-convertible securities that
 - (I) have received an approved rating,
 - (II) have not been the subject of an announcement by an designated rating organization or its DRO affiliate, of which the issuer is or ought reasonably to be aware, that the designated rating given by the organization may be down-graded to a rating category that would not be an approved rating, and
 - (III) have not received a rating lower than a designated rating from any designated rating organization or its DRO affiliate, or
- (D) the securities to which the agreement relates
 - (I) have not received a final approved rating,
 - (II) have been the subject of an announcement by an designated rating organization or its DRO affiliate, of which the issuer is or ought reasonably to be aware, that the designated

rating given by the organization may be downgraded to a rating category that would not be an approved rating, and

- (III) have received a provisional or final rating lower than a designated rating from any designated rating organization or its DRO affiliate; and

(c) in Ontario, the lapse date prescribed by securities legislation.

2.5 Shelf Qualification for Distributions under Section 2.5 of NI 44-101 (Guaranteed Convertible Debt Securities or Preferred Shares)

- (1) An issuer is qualified to file a short form prospectus that is a preliminary base shelf prospectus for convertible debt securities and convertible preferred shares if, at the time of filing, the issuer is qualified under section 2.5 of NI 44-101 to file a prospectus in the form of a short form prospectus.
- (2) An issuer that has filed a preliminary base shelf prospectus in reliance on subsection (1) is qualified to file a short form prospectus that is the corresponding base shelf prospectus.
- (3) A receipt issued for a base shelf prospectus qualified under subsection (2) is effective until the earliest of
 - (a) the date 25 months from the date of its issue;
 - (b) the time immediately before the entering into of an agreement of purchase and sale for a security to be sold under the base shelf prospectus, if at that time
 - (i) the securities to which the agreement relates are not convertible into securities of a credit supporter that has provided full and unconditional credit support for the securities being distributed,
 - (ii) the credit supporter does not have current annual financial statements and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (iii) the credit supporter does not have a current AIF and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (iv) the credit supporter's equity securities are not listed or posted for trading on a short form eligible exchange,
 - (v) the credit supporter is a credit supporter

- (A) whose operations have ceased, or
 - (B) whose principal asset is cash, cash equivalents, or its exchange listing, or
 - (vi) the issuer has withdrawn its notice declaring the issuer's intention to be qualified to file a short form prospectus under NI 44-101; and
- (c) in Ontario, the lapse date prescribed by securities legislation.

2.6 Shelf Qualification for Distributions under Section 2.6 of NI 44-101 (Asset-Backed Securities)

- (1) An issuer that is qualified under section 2.6 of NI 44-101 to file a prospectus in the form of a short form prospectus may file a preliminary base shelf prospectus for asset-backed securities if, at the time of filing, the issuer has reasonable grounds for believing that
 - (a) all asset-backed securities that it may distribute under the base shelf prospectus will receive an approved rating; and
 - (b) no asset-backed securities that it may distribute under the base shelf prospectus will receive a rating lower than a designated rating from any designated rating organization or its DRO affiliate.
- (2) An issuer that has filed a preliminary base shelf prospectus in reliance on the qualification criteria in section 2.6 of NI 44-101 may file the corresponding base shelf prospectus if, at the time of the filing of the base shelf prospectus, the issuer has reasonable grounds for believing that
 - (a) all asset-backed securities that it may distribute under the base shelf prospectus will receive an approved rating; and
 - (b) no asset-backed securities that it may distribute under the base shelf prospectus will receive a rating lower than a designated rating from any designated rating organization or its DRO affiliate.
- (3) A receipt issued for a base shelf prospectus qualified under subsection (2) is effective for a distribution of asset-backed securities until the earliest of
 - (a) the date 25 months from the date of its issue;
 - (b) the time immediately before the entering into of an agreement of purchase and sale for an asset-backed security to be sold under the base shelf prospectus, if at that time

- (i) the issuer does not have current annual financial statements and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101,
 - (ii) the issuer does not have a current AIF and does not satisfy the requirements of the exemption in either of subsection 2.7(1) or (2) of NI 44-101, or
 - (iii) the asset-backed securities to which the agreement relates
 - (A) have not received a final approved rating,
 - (B) have been the subject of an announcement by an designated rating organization or its DRO affiliate, of which the issuer is or ought reasonably to be aware, that the designated rating given by the organization may be down-graded to a rating category that would not be an approved rating, or
 - (C) have received a provisional or final rating lower than an designated rating from any designated rating organization or its DRO affiliate; and
- (c) in Ontario, the lapse date prescribed by securities legislation.

2.7 Lapse Date – Ontario

In Ontario, the lapse date prescribed by securities legislation for a receipt issued for a base shelf prospectus is extended to the date 25 months from the date of issuance of the receipt.

2.7.1 Lapse Date – Ontario – WKSJ Base Shelf Prospectus

In Ontario, the lapse date prescribed by securities legislation for a receipt deemed to be issued for a WKSJ base shelf prospectus, as defined in subsection 9B.1(1), is extended to the date 37 months from the date of deemed issuance of the receipt.

2.8 Repealed

2.9 Limitation on Offerings

Despite any provision in this Instrument, the shelf procedures shall not be used for a distribution of rights under a rights offering.

PART 3 UNALLOCATED SHELF

3.1 Unallocated Shelf Permitted

A base shelf prospectus may pertain to more than one type of security for which the issuer is qualified to file a prospectus in the form of a short form prospectus.

3.2 Distributions of Equity Securities Under Unallocated Shelf

An issuer or selling securityholder that forms a reasonable expectation that a distribution of a tranche of equity securities will proceed under a base shelf prospectus that is not specifically restricted to equity securities shall immediately issue a news release that announces the intention to proceed with the distribution.

PART 4 DISTRIBUTIONS OF NOVEL DERIVATIVES OR ASSET-BACKED SECURITIES UNDER SHELF

4.1 Distributions of Novel Derivatives or Asset-Backed Securities Under Shelf

- (1) If a base shelf prospectus pertains to specified derivatives or asset-backed securities, the issuer or the selling securityholder, as the case may be, shall file before or concurrently with the base shelf prospectus an undertaking that it will not distribute in the local jurisdiction under the base shelf prospectus specified derivatives or asset-backed securities, as the case may be, that, at the time of distribution, are novel without pre-clearing with the regulator in accordance with subsection (2) the disclosure to be contained in a shelf prospectus supplement pertaining to the distribution of the novel specified derivatives or asset-backed securities.
- (2) The undertaking referred to in subsection (1) shall state that the issuer or the selling securityholder, as the case may be, shall not distribute in the local jurisdiction specified derivatives or asset-backed securities that, at the time of distribution, are novel, unless
 - (a) the draft shelf prospectus supplement or, if more than one shelf prospectus supplement is to be used, the draft shelf prospectus supplements, pertaining to the distribution of the novel specified derivatives or asset-backed securities have been delivered to the regulator in substantially final form; and
 - (b) either
 - (i) the regulator has confirmed his or her acceptance of each draft shelf prospectus supplement in substantially final form or each shelf prospectus supplement in final form, or
 - (ii) 10 business days have elapsed since the date of delivery to the regulator of each draft shelf prospectus supplement in substantially final form and the regulator has not provided written comments on the draft shelf prospectus supplement.

PART 5 BASE SHELF PROSPECTUSES

5.1 Opting out of the Shelf Procedures After a Preliminary Prospectus has been Received

An issuer that has filed a preliminary base shelf prospectus shall not file a short form prospectus for the distribution that is not a base shelf prospectus unless the issuer files

- (a) either
 - (i) an amended preliminary short form prospectus in accordance with NI 44-101 that is not a preliminary base shelf prospectus, or
 - (ii) a new preliminary short form prospectus that is not a preliminary base shelf prospectus; and
- (b) a covering letter stating that the issuer or the selling securityholder, as the case may be, has decided not to use the shelf procedures for the distribution.

5.2 Opting into the Shelf Procedures After a Preliminary Prospectus has been Received

An issuer that has filed a preliminary short form prospectus that is not a preliminary base shelf prospectus shall not file a base shelf prospectus for the distribution unless the issuer files

- (a) either
 - (i) an amended preliminary base shelf prospectus in accordance with this Instrument, or
 - (ii) a new preliminary short form prospectus that is a preliminary base shelf prospectus in accordance with this Instrument; and
- (b) a covering letter stating that the issuer or the selling securityholder, as the case may be, has decided to use the shelf procedures for the distribution.

5.3 Form of Base Shelf Prospectus

Despite National Instrument 44-101, a short form prospectus that is a base shelf prospectus may vary from Form 44-101F1 to the extent required or permitted by this Instrument.

5.4 Dollar Value of Securities

A base shelf prospectus shall pertain to no more than the dollar value of securities that the issuer or selling securityholder proposing to distribute securities under the base shelf prospectus reasonably expects, at the time the base shelf prospectus is filed, to distribute within 25 months after the date of the receipt for the base shelf prospectus.

5.5 Required Disclosure

A base shelf prospectus shall contain the following:

1. A statement at the top of the cover page identifying the short form prospectus as a base shelf prospectus.
2. The following statement in red ink in italics on the cover page:

"This short form prospectus has been filed under legislation in [insert name[s] of the jurisdiction[s] where qualified] that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities."
3. A statement that all shelf information omitted from the base shelf prospectus will be contained in one or more shelf prospectus supplements that will be delivered to purchasers together with the base shelf prospectus.
4. A statement that each shelf prospectus supplement will be incorporated by reference into the base shelf prospectus for the purposes of securities legislation as of the date of the shelf prospectus supplement and only for the purposes of the distribution of the securities to which the shelf prospectus supplement pertains.
5. A statement of the aggregate dollar amount of securities that may be raised under the base shelf prospectus.
6. Disclosure of the types of securities that may be distributed under the base shelf prospectus.
7. If an undertaking is required to be filed under subsection 4.1(1), a statement that the issuer or the selling securityholder, as the case may be, has filed an undertaking that it will not distribute specified derivatives or asset-backed securities, as the case may be, that, at the time of distribution, are novel without pre-clearing with the regulator the disclosure to be contained in the shelf prospectus supplement pertaining to the distribution of the novel specified derivatives or asset-backed securities.

8. The prospectus certificates required by Part 5 of NI 41-101 or other securities legislation, in the issuer certificate form or underwriter certificate form prescribed by
 - (a) method 1, if
 - (i) the base shelf prospectus is being used to establish an MTN program or other continuous distribution, or
 - (ii) method 2 has not been elected; or
 - (b) method 2, if method 2 has been elected.
9. List all exemptions from the provisions of this Instrument granted to the issuer applicable to the base shelf prospectus, including all exemptions to be evidenced by the issuance of a receipt for the base shelf prospectus pursuant to section 11.2.

5.6 Disclosure that may be Omitted

If the specified circumstances exist, a base shelf prospectus may omit the following information:

1. The variable terms of the securities that may be distributed under the base shelf prospectus, if not known on the date the base shelf prospectus is filed.
2. The dollar amount, size and other specific terms of each tranche of securities that may be distributed under the base shelf prospectus, if not known on the date the base shelf prospectus is filed.
3. The variable terms of the plans of distribution for the securities that may be distributed under the base shelf prospectus, if not known on the date the base shelf prospectus is filed.
4. The name and prospectus certificate of an underwriter if, at the time of the filing of the base shelf prospectus, no underwriter is, and it is not known to the issuer that a particular underwriter will be, in a contractual relationship with the issuer or selling securityholder requiring the underwriter to distribute under the base shelf prospectus.
5. If one or more underwriters have agreed to purchase the securities to be distributed under the base shelf prospectus at a specified price, the statement required under Form 44-101F1 that the securities are to be taken up by the underwriters, if at all, on or before a specified date.
6. If the securities to be distributed under the base shelf prospectus are underwritten on a best efforts basis for which a minimum amount of funds are required by an issuer, the disclosure required under Form 44-101F1

concerning the maximum length of time for which the distribution may continue and concerning the disposition of subscription funds.

- 6.1 The information required under item 7A of Form 44-101F1 for securities that may be distributed under the base shelf prospectus, if the specific series or class of securities that will be distributed under the base shelf prospectus is not known on the date the base shelf prospectus is filed.
7. Any other information that pertains only to a specific distribution of securities under the base shelf prospectus, if not known on the date the base shelf prospectus is filed.
8. Any other information required under National Instrument 44-101 or other securities legislation that is not known and cannot be ascertained at the time of filing of the base shelf prospectus.

5.7 Issue of Receipt

Despite the omission of shelf information, the regulator may issue a receipt for a base shelf prospectus.

5.8 Amendments

If a material change occurs at a time when no securities are being distributed under a base shelf prospectus, the provisions in Part 6 of NI 41-101 or other securities legislation that require the filing of an amendment to a prospectus if a material change occurs are satisfied by

- (a) the filing of a material change report, and
- (b) the incorporation by reference in the base shelf prospectus of the material change report.

PART 6 SHELF PROSPECTUS SUPPLEMENTS

6.1 Requirement to Use Shelf Prospectus Supplements

An issuer or selling securityholder that distributes securities under a base shelf prospectus shall supplement the disclosure in the base shelf prospectus with a shelf prospectus supplement, or more than one shelf prospectus supplement, in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities distributed under the prospectus.

6.2 Incorporation by Reference

- (1) An issuer shall incorporate by reference in the corresponding base shelf prospectus, by means of a statement in the base shelf prospectus, each shelf prospectus supplement referred to in section 6.1 as of the date of the

shelf prospectus supplement and only for purposes of the distribution to which the shelf prospectus supplement pertains.

- (2) If an issuer does not incorporate by reference in a base shelf prospectus a shelf prospectus supplement required to be incorporated by reference under subsection (1), the shelf prospectus supplement is conclusively deemed for purposes of securities legislation to be incorporated by reference in the issuer's base shelf prospectus as of the date of the shelf prospectus supplement and only for purposes of the distribution to which the shelf prospectus supplement pertains.
- (3) Subject to subsection (4), any unaudited financial statements, other than *pro forma* financial statements, incorporated by reference into the base shelf prospectus but filed after the date of filing the base shelf prospectus must have been reviewed in accordance with the relevant standards set out in the Handbook for a review of financial statements by a person or company's auditor or a public accountant's review of financial statements.
- (4) If NI 52-107 permits the financial statements of the person or company in subsection (3) to be audited in accordance with
 - (a) U.S. AICPA GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the American Institute of Certified Public Accountants,
 - (a.1) U.S. PCAOB GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the Public Company Accounting Oversight Board (United States of America),
 - (b) International Standards on Auditing, the unaudited financial statements may be reviewed in accordance with International Standards on Review Engagement issued by the International Auditing and Assurance Standards Board, or
 - (c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, the unaudited financial statements
 - (i) may be reviewed in accordance with review standards that meet the foreign disclosure requirements of the designated foreign jurisdiction, or
 - (ii) do not have to be reviewed if
 - (A) the designated foreign jurisdiction does not have review standards for unaudited financial statements, and

- (B) the base shelf prospectus includes disclosure that the unaudited financial statements have not been reviewed.
- (5) The review specified in subsection (3), if applicable, must have been completed
 - (a) if the base shelf prospectus established an MTN program or other continuous offering, no later than filing of the unaudited financial statements; or
 - (b) in all other circumstances, no later than the next filing of a shelf supplement.

6.3 Shelf Prospectus Supplement Disclosure

- (1) A shelf prospectus supplement shall contain the following:
 - 1. The name of the issuer on the cover page.
 - 2. The dates of the corresponding base shelf prospectus and of each previously filed shelf prospectus supplement corresponding to the same base shelf prospectus and pertaining to the same distribution, on the cover page.
 - 3. The prospectus certificates required by Part 5 of NI 41-101 and other securities legislation, in the issuer certificate form or underwriter certificate form prescribed by
 - (a) method 1, if the shelf prospectus supplement establishes an MTN program or other continuous distribution; or
 - (b) method 2, if the prospectus certificate forms prescribed by method 1 have not been included in the corresponding base shelf prospectus and if method 1 is not mandatory under paragraph (a).
 - 4. A list of each document that is incorporated by reference into the corresponding base shelf prospectus as of the date of the shelf prospectus supplement and provides disclosure pertaining to the securities being distributed under the shelf prospectus supplement.
- (2) If only one shelf prospectus supplement is used to supplement the disclosure in the corresponding base shelf prospectus pertaining to a distribution of securities, that shelf prospectus supplement shall contain the following, and if more than one shelf prospectus supplement is used to supplement the disclosure in the corresponding base shelf prospectus pertaining to a

distribution of securities, the shelf prospectus supplements used shall, together, contain the following:

1. All of the shelf information pertaining to the distribution of securities that was not disclosed in the corresponding base shelf prospectus.
2. All material facts relating to the securities to be distributed and all other information required under securities legislation to be disclosed in a short form prospectus that is not disclosed, either directly or through incorporation by reference, in the corresponding base shelf prospectus.

6.4 Filing Requirement For Shelf Prospectus Supplements

- (1) A shelf prospectus supplement shall be filed in the local jurisdiction if a base shelf prospectus to which the shelf prospectus supplement pertains was filed in the local jurisdiction.
- (2) A shelf prospectus supplement that is required to be filed under subsection (1) shall be filed,
 - (a) if the shelf prospectus supplement pertains to a distribution of securities, other than an MTN program or other continuous distribution, on or before the earlier of
 - (i) the date the shelf prospectus supplement was first sent or delivered to a purchaser or a prospective purchaser, and
 - (ii) the date two business days after the offering price of the securities to which it pertains is determined; or
 - (b) in all other circumstances, on or before the date two business days after the date the shelf prospectus supplement was first sent or delivered to a purchaser or a prospective purchaser.

6.5 Underwriters' Conflicts of Interest

For a distribution of securities under a base shelf prospectus, the provisions of National Instrument 33-105 *Underwriting Conflicts*,

- (a) concerning the participation of independent underwriters shall be satisfied
 - (i) on a tranche-by-tranche basis for a distribution other than an MTN program or other continuous distribution, or
 - (ii) on the basis of the total dollar amount of securities that, at any given time, have been or are being distributed under the

program or distribution for a distribution of securities under an MTN program or other continuous distribution; and

- (b) concerning disclosure, to the extent not previously satisfied in the base shelf prospectus, shall be satisfied by including the prescribed disclosure in a shelf prospectus supplement pertaining to the distribution.

6.6 Market Stabilization

The stabilization provisions shall be satisfied on a tranche-by-tranche basis for a non continuous distribution of securities under a base shelf prospectus.

6.7 Delivery Requirement

Subject to Part 6A, the shelf prospectus supplement or supplements that, together with the corresponding base shelf prospectus, contain full, true and plain disclosure of all material facts relating to the securities being distributed shall be sent by prepaid mail or delivered to a purchaser of the securities with the base shelf prospectus.

6.8 Disclosure that may be Omitted

A shelf prospectus supplement may omit any prospectus certificates required by Part 5 of NI 41-101 or other securities legislation, if the person or company required to sign the certificate signed a prospectus certificate in the issuer certificate form or underwriter certificate form prescribed by method 1 included in a base shelf prospectus or a shelf prospectus supplement qualifying the securities being distributed.

PART 6A ACCESS TO SHELF PROSPECTUS SUPPLEMENTS AND BASE SHELF PROSPECTUSES

6A.1 Application

- (1) Subject to subsection (2), this Part applies in respect of a prospectus and any amendment if access to the document is provided in accordance with the requirements under section 6A.5 or the conditions under section 6A.6.
- (2) This Part does not apply in respect of
 - (a) a prospectus to distribute securities by way of an MTN program or other continuous distribution, and
 - (b) a prospectus to distribute securities of an investment fund.

6A.2 Access to Shelf Prospectus Supplements and Base Shelf Prospectuses

- (1) This section does not apply in British Columbia, Alberta, Québec and New Brunswick.

- (2) The requirement under securities legislation to deliver or send a prospectus and any amendment may be satisfied by providing access to the shelf prospectus supplement, the corresponding base shelf prospectus, the preliminary base shelf prospectus and any amendment to the documents in accordance with subsection 6A.5(2) or (3).
- (3) The shelf prospectus supplement, the corresponding base shelf prospectus, the preliminary base shelf prospectus and any amendment to the documents is delivered or sent on the date that access to the document has been provided in accordance with subsection 6A.5(2) or (3).
- (4) The shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is received on the date that the document has been delivered or sent in accordance with subsection (3).

6A.3 Access to Shelf Prospectus Supplements and Base Shelf Prospectuses – Alberta

In Alberta, the requirement under securities legislation to provide access to a prospectus and any amendment is satisfied by providing access to the shelf prospectus supplement, the corresponding base shelf prospectus, the preliminary base shelf prospectus and any amendment to the documents in accordance with subsection 6A.5(2) or (3).

6A.4 Right of Withdrawal, Revocation or Cancellation

- (1) This section does not apply in British Columbia, Québec and New Brunswick.
- (2) Except in Alberta and Saskatchewan, if the shelf prospectus supplement, the corresponding base shelf prospectus or any amendment to the documents is delivered or sent in accordance with subsection 6A.5(2), the right to withdraw from an agreement to purchase a security under securities legislation may be exercised by a purchaser within 2 business days after the later of
 - (a) the date that the document is received in accordance with subsection 6A.2(4), and
 - (b) the date that the purchaser has entered into the agreement to purchase the security.
- (3) In Alberta, if access to the shelf prospectus supplement, the corresponding base shelf prospectus or any amendment to the documents is provided in accordance with subsection 6A.5(2), pursuant to section 130 of the Securities Act (Alberta), the agreement to purchase securities is not binding on the purchaser if the dealer from whom the purchaser purchases the security receives written notice sent by the purchaser, evidencing the intention of the purchaser not to be bound by the agreement to purchase, not later than 2 business days after the later of

- (a) the date that access to the document is provided in accordance with section 6A.5(2), and
 - (b) the date that the purchaser or subscriber has entered into the agreement to purchase or the subscription or contract to purchase the security.
- (4) In Saskatchewan, if the shelf prospectus supplement, the corresponding base shelf prospectus or any amendment to the documents is delivered or sent in accordance with subsection 6A.5(2), a purchaser that is not a registrant may cancel a purchase if the purchaser has not sold or otherwise transferred beneficial ownership of the security and the person or company from whom the purchaser purchased the security receives notice in writing to cancel the agreement of purchase and sale for the security at any time up to 2 business days after the later of
- (a) the date that the document is received in accordance with subsection 6A.2(4), and
 - (b) the date that the purchaser has entered into the agreement to purchase the security.

6A.5 Procedures

- (1) This section does not apply in British Columbia, Québec and New Brunswick.
- (2) Access to the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents has been provided on the date on which all of the following have been satisfied:
 - (a) the base shelf prospectus and any amendment is filed on SEDAR+ and a receipt is issued and posted on SEDAR+ for the document,
 - (b) the shelf prospectus supplement and any amendment is filed on SEDAR+, and
 - (c) after the shelf prospectus supplement and any amendment is filed, or within 2 business days before the date the document is filed, a news release is issued and filed on SEDAR+ that states
 - (i) in the title of the news release, that the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is accessible through SEDAR+, or will be accessible through SEDAR+ within 2 business days, as applicable,
 - (ii) that access to the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to

the documents is provided in accordance with securities legislation relating to procedures for providing access to a shelf prospectus supplement, a base shelf prospectus and any amendment,

- (iii) that the document is accessible, or will be accessible within 2 business days, as applicable, at www.sedarplus.com,
- (iv) the securities that are offered under the shelf prospectus supplement, and
- (v) the following:

“An electronic or paper copy of the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents may be obtained, without charge, from [insert contact information for the issuer or dealer, as applicable] by providing the contact with an email address or address, as applicable.”

- (3) Access to the preliminary base shelf prospectus and any amendment has been provided if the document has been filed on SEDAR+, and a receipt has been issued and posted on SEDAR+ for the document.
- (4) If a purchaser requests an electronic or paper copy of the shelf prospectus supplement, the corresponding base shelf prospectus or any amendment to the documents, from the issuer or dealer, a copy of the document in the format requested by the purchaser must be sent by the issuer or dealer within 2 business days from the date the request is received and without charge to the purchaser at the email address or address specified in the request.
- (5) If a prospective purchaser requests an electronic or paper copy of the preliminary base shelf prospectus or any amendment, from the issuer or dealer, in accordance with securities legislation, a copy of the document in the format requested by the purchaser must be sent by the issuer or dealer without charge to the prospective purchaser at the email address or address specified in the request.

6A.6 Exemption from Requirement to Send Prospectus – British Columbia, Québec and New Brunswick

- (1) In British Columbia, Québec and New Brunswick, a dealer is exempt from the requirement under securities legislation to send a final prospectus and any amendment if

- (a) the base shelf prospectus and any amendment has been filed on SEDAR+ and a receipt has been issued and posted on SEDAR+ for the document,
 - (b) the shelf prospectus supplement and any amendment has been filed on SEDAR+, and
 - (c) after the shelf prospectus supplement and any amendment was filed, or within 2 business days before the date the document was filed, a news release has been issued and filed on SEDAR+ that states
 - (i) in the title of the news release, that the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is accessible through SEDAR+, or will be accessible through SEDAR+ within 2 business days, as applicable,
 - (ii) that access to the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is provided in accordance with securities legislation relating to procedures for providing access to a shelf prospectus supplement, a base shelf prospectus and any amendment,
 - (iii) that the document is accessible, or will be accessible within 2 business days, as applicable, at www.sedarplus.com,
 - (iv) the securities that are offered under the shelf prospectus supplement, and
 - (v) the following:

“An electronic or paper copy of the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents may be obtained, without charge, from [insert contact information for the issuer or dealer, as applicable] by providing the contact with an email address or address, as applicable.”
- (2) In British Columbia and New Brunswick, a dealer or issuer that solicits an expression of interest from a prospective purchaser is exempt from the requirement in section 78 (2) (c) of the Securities Act (British Columbia) or subsection 82(2) of the Securities Act (New Brunswick) to send a copy of the preliminary base shelf prospectus to the prospective purchaser if the document has been filed on SEDAR+ and a receipt has been issued and posted on SEDAR+ for the document.

- (3) In British Columbia and New Brunswick, if a purchaser, or in Québec, if a purchaser or subscriber, requests an electronic or paper copy of the shelf prospectus supplement, the corresponding base shelf prospectus or any amendment to the documents from the issuer or dealer, a copy of the document in the format requested by the purchaser or subscriber must be sent by the issuer or dealer within 2 business days from the date the request is received, without charge, to the purchaser or subscriber at the email address or address specified in the request.
- (4) In British Columbia and New Brunswick, if a dealer relies on subsection (1), an agreement of purchase and sale is not binding on a purchaser if the dealer from whom the purchaser purchases the security receives written notice sent by the purchaser, evidencing the intention of the purchaser not to be bound by the agreement, not later than 2 business days after the later of
 - (a) the date that the conditions referred to in subsection (1) are satisfied, and
 - (b) the date that the purchaser entered into the agreement.
- (5) In Québec, if a dealer relies on subsection (1), a contract to purchase or a subscription is not binding on a purchaser or subscriber if the dealer from whom the purchaser or subscriber purchases or subscribes for the security receives written notice sent by the purchaser or subscriber, evidencing the intention of the purchaser or subscriber to rescind the contract or subscription, not later than 2 business days after the later of
 - (a) the date that the conditions referred to in subsection (1) are satisfied, and
 - (b) the date that the purchaser or subscriber entered into the contract or the date of the subscription.
- (6) In British Columbia and New Brunswick, subsection (4) does not apply if the purchaser
 - (a) is a registrant, or
 - (b) disposes of the beneficial ownership of the security referred to in subsection (4), otherwise than to realize on collateral given for debt, before the end of the time referred to in subsection (4).
- (7) In Québec, subsection (5) does not apply if the purchaser or subscriber
 - (a) is a dealer, or

- (b) disposes of the securities before the end of the time referred to in subsection (5).
- (8) In British Columbia and New Brunswick, receipt of the notice referred to in subsection (4) by a dealer that acted as agent of the seller or vendor with respect to the sale of the security referred to in subsection (1) is deemed to be receipt by the seller or vendor on the date on which the dealer received the notice.
- (9) In Québec, the dealer is presumed to have received the notice of rescission referred to in subsection (5) in the ordinary course of mail.

PART 7 SHELF SUPPORTING DOCUMENTS

7.1 General

The provisions of NI 44-101 requiring the filing of supporting documents with a preliminary short form prospectus, a short form prospectus or a prospectus amendment apply to a filing of a preliminary base shelf prospectus, a base shelf prospectus or an amendment to a preliminary base shelf prospectus or to a base shelf prospectus, except to the extent varied in this Part.

7.2 Consents

- (1) If any notary in Québec, solicitor, auditor, accountant, engineer or appraiser, or any other person or company whose profession or business gives authority to a statement made by that person or company, is
 - (a) named in a document that is
 - (i) incorporated by reference into a base shelf prospectus, and
 - (ii) filed after the date of filing of the base shelf prospectus; and
 - (b) named in the document
 - (i) as having prepared or certified any part of the base shelf prospectus, amendment or shelf prospectus supplement,
 - (ii) as having opined on financial statements from which selected information included in the base shelf prospectus, amendment or shelf prospectus supplement has been derived and which audit opinion is referred to in the base shelf prospectus, amendment or shelf prospectus supplement directly or in a document incorporated by reference, or
 - (iii) as having prepared or certified a report, valuation, statement or opinion referred to in the base shelf prospectus,

amendment or shelf prospectus supplement, directly or in a document incorporated by reference,

the issuer shall file the written consent of the person or company to being named and to the use of that report, valuation, statement or opinion in accordance with subsection (2).

- (1.1) Despite subsection (1), if the expert whose consent is required is a "qualified person" as defined in NI 43-101, the issuer is not required to file the consent of the qualified person if
 - (a) the qualified person's consent is required in connection with a technical report that was not required to be filed with the preliminary base shelf prospectus,
 - (b) the qualified person was employed by a person or company at the date of signing the technical report,
 - (c) the principal business of the person or company is providing engineering or geoscientific services, and
 - (d) the issuer files the consent of the person or company.
- (1.2) A consent filed under subsection (1.1) must be signed by an individual who is an authorized signatory of the person or company and who falls within paragraphs (a), (b), (d) and (e) of the definition of "qualified person" in NI 43-101.
- (2) A consent of an expert required under subsection (1) or subsections (1.1) and (1.2) shall be filed in accordance with the following:
 1. If the document in which the expert is named is incorporated by reference into the base shelf prospectus by means of a statement to that effect in the base shelf prospectus, the consent shall be filed
 - (a) no later than the time the document is filed, if the base shelf prospectus establishes an MTN program or other continuous distribution; and
 - (b) in all other circumstances, no later than the time of the next filing of a shelf prospectus supplement corresponding to the base shelf prospectus.
 2. If the document in which the expert is named is incorporated by reference into a shelf prospectus supplement by means of a statement to that effect in the shelf prospectus supplement and filed before or concurrently with the shelf prospectus supplement, the

consent shall be filed no later than the time the shelf prospectus supplement is filed.

3. If the document in which the expert is named is incorporated by reference into a shelf prospectus supplement by means of a statement to that effect in the shelf prospectus supplement and filed after the shelf prospectus supplement is filed, the consent shall be filed no later than the time the document is filed.

7.3 Repealed

7.4 Underwriting Agreements

- (1) If, at the time an issuer files a base shelf prospectus, no underwriter is in a contractual relationship with the issuer or selling securityholder requiring the underwriter to distribute securities under the base shelf prospectus, the issuer is not required to file a copy of an underwriting agreement with the base shelf prospectus.
- (2) If an underwriter enters into a contractual relationship with an issuer or selling securityholder requiring the underwriter to distribute securities under a base shelf prospectus after the base shelf prospectus is filed, the issuer shall file a copy of the underwriting agreement pertaining to the distribution concurrently with the next shelf prospectus supplement filed pertaining to that distribution.

PART 8 MEDIUM TERM NOTE PROGRAMS AND OTHER CONTINUOUS DISTRIBUTIONS UNDER SHELF

8.1 General

An issuer that is qualified under Part 2 to file a base shelf prospectus for securities may distribute those securities by way of an MTN program or other continuous distribution, if it files

- (a) a base shelf prospectus or a shelf prospectus supplement that establishes the program or distribution; and
- (b) a pricing supplement.

8.2 Additional Disclosure Requirements

- (1) Despite section 5.6, a base shelf prospectus or shelf prospectus supplement that establishes an MTN program or other continuous distribution shall contain the following:
 1. A description of the method of distribution, including the name of any underwriter involved in the distribution and the amount of any underwriting fee, discount or commission.

2. A description of the intended parameters of the terms of the MTN program or other continuous distribution.
 3. At the option of the issuer or selling securityholder proposing to distribute securities under the MTN program or other continuous distribution, a statement that the issuer or selling securityholder, as the case may be, reserves the right to issue securities under the MTN program or other continuous distribution on terms outside the intended parameters disclosed under paragraph 2.
- (2) A pricing supplement for an MTN program or other continuous distribution under the shelf procedures shall contain the following:
1. The terms of the securities distributed that are not disclosed in the base shelf prospectus or shelf prospectus supplement establishing the MTN program or other continuous distribution.
 2. A list of each document that is incorporated by reference into the corresponding base shelf prospectus as of the date of the pricing supplement and that provides disclosure pertaining to the securities being distributed under the MTN program or other continuous distribution.

8.3 Filing Requirement

If an issuer sends or delivers to a purchaser or a prospective purchaser in the local jurisdiction a pricing supplement in a particular month, the issuer shall, despite section 6.4, file within seven days after the end of the month

- (a) a copy of each pricing supplement sent or delivered to a purchaser or prospective purchaser during the month, if the pricing supplement had not previously been sent or delivered to any purchaser or prospective purchaser; or
- (b) a summary of the information contained in each pricing supplement sent or delivered to a purchaser or prospective purchaser during the month, including
 - (i) a list of the pricing supplements referred to in paragraph (a),
 - (ii) the terms of the securities distributed under each pricing supplement sent or delivered to a purchaser or a prospective purchaser during the month, and
 - (iii) the aggregate amount of securities distributed under each pricing supplement sent or delivered to a purchaser or a prospective purchaser during the month.

8.4 Requirement to Update Earnings Coverage Ratios

An issuer distributing securities by way of an MTN program or other continuous distribution using the shelf procedures shall

- (a) calculate updated earnings coverage ratios for the ratios contained in its base shelf prospectus each time the issuer prepares an interim financial report or audited annual financial statements, using the 12 month period that ended on the last day of the most recently completed financial period; and
- (b) file the updated earnings coverage ratios, concurrently with the filing of its financial statements, either
 - (i) as an exhibit to the financial statements, or
 - (ii) as a shelf prospectus supplement corresponding to the base shelf prospectus.

PART 9 AT-THE-MARKET DISTRIBUTIONS OF EQUITY SECURITIES UNDER SHELF

9.1 Definitions

In this Part,

“ATM prospectus” means

- (a) a base shelf prospectus for an at-the-market distribution,
- (b) a shelf prospectus supplement to a base shelf prospectus referred to in paragraph (a), or
- (c) a shelf prospectus supplement establishing an at-the-market distribution;

“investment dealer” has the meaning ascribed to it in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

“marketplace” has the meaning ascribed to it in National Instrument 21-101 *Marketplace operation*.

9.2 Provisions Not Application to an At-the-Market Distribution

- (1) The following provisions do not apply to an issuer distributing a security under an ATM prospectus:
 - (a) section 7.2 of NI 41-101;
 - (b) section 1.9A of Form 44-101F1;

- (c) item 20 of Form 44-101F1;
 - (d) item 8 of section 5.5 of this Instrument;
 - (e) Part 6A of this Instrument.
- (2) Item 8 of section 5.5. of this Instrument does not apply to an investment dealer acting as an underwriter in connection with a distribution of a security under an ATM prospectus.
- (3) The requirement to send or deliver a prospectus under securities legislation does not apply in connection with a distribution of a security under an ATM prospectus.

9.3 Requirements for Issuers and Underwriters Conducting an At-the-Market Distribution

- (1) An issuer must not distribute a security under an ATM prospectus as part of an at-the-market distribution unless the following apply:
- (a) a security of the same class being distributed is listed and trading on a short form eligible exchange;
 - (b) the security being distributed is an equity security;
 - (c) the security being distributed is distributed through an investment dealer acting as an underwriter in connection with the distribution;
 - (d) with respect to any agreement with an investment dealer referred to in paragraph (c) to distribute the security, the issuer
 - (i) has issued and filed a news release
 - (A) announcing that the issuer has entered into the agreement,
 - (B) indicating that an ATM prospectus has been or will be filed, and
 - (C) specifying where and how a purchaser of a security under the at-the-market distribution may obtain a copy of the agreement and the ATM prospectus, and
 - (ii) has filed a copy of the agreement;
 - (e) the issuer distributes the security through a marketplace;

- (f) if applicable, the issuer has disclosed that the completion of the distribution would constitute a material fact or material change;
- (g) the cover page of the base shelf prospectus states that it may qualify an at-the-market distribution;
- (h) the ATM prospectus states in substantially the following words:

“Securities legislation in some provinces and territories of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of [describe securities] distributed under an at-the-market distribution by [name of issuer] do not have the right to withdraw from an agreement to purchase the [describe securities] and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to [describe securities] purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the [describe securities] purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of National Instrument 44-102 *Shelf Distributions*.

Securities legislation in some provinces and territories of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of [describe securities] distributed under an at-the-market distribution by [name of issuer] may have against [name of issuer] or its agents for rescissions or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

A purchaser should refer to applicable securities legislation for the particulars of these rights and should consult a legal adviser.

- (i) if there has been a statement of a purchaser's rights contained in a previous version of the ATM prospectus, the issuer discloses in the current ATM prospectus a statement to the effect that, solely with regard to the at-the-market distribution, the statement of rights

required to be included in the ATM prospectus, under paragraph (h), supersedes the previous statement;

(j) the ATM prospectus states:

“No underwriter of the at-the-market distribution, and no person or company acting jointly or in concert with an underwriter, may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the securities or securities of the same class as the securities distributed under the ATM prospectus, including selling an aggregate number or principal amount of securities that would result in the underwriter creating an over-allocation position in the securities.

(k) the ATM prospectus includes the certificates required under Part 5 of NI 41-101, or other securities legislation in the form required under section 9.5 or 9.6 of this Instrument, if applicable;

(l) if the issuer is an investment fund, the ATM prospectus includes a statement that the at-the-market distribution will be conducted in accordance with paragraph 9.3(2)(a) of National Instrument 81-102 *Investment Funds*.

(2) An underwriter of an at-the-market distribution, or a person or company acting jointly or in concert with the underwriter, must not, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the same class of securities distributed under the at-the-market distribution, including for greater certainty, trading a security that would result in the underwriter creating an over-allocation position in that class of securities.

9.4 Reporting

(1) Subject to subsection (2), for each annual and interim period of the issuer during which the issuer distributes securities under an ATM prospectus, the issuer must, within 60 days after the end of the interim period or 120 days after the end of the annual period, as applicable, file a report, disclosing

(a) the number and average price of securities distributed under the ATM prospectus, and

(b) the aggregate gross and aggregate net proceeds raised, and the aggregate commission paid or payable, under the ATM prospectus during the annual or interim period, as applicable.

(2) Subsection (1) does not apply if, in each of its filed interim financial reports, annual financial statements, and management discussion and analysis, for the interim period or year, as applicable, following the distribution, the issuer

discloses

- (a) the number and average price of securities distributed under the ATM prospectus, and
- (b) the aggregate gross and aggregate net proceeds raised, and the aggregate commissions paid or payable, under the ATM prospectus during the annual or interim period, as applicable.

9.5 Form of Certificates – Base Shelf Prospectus Establishing an At-the-Market Distribution

- (1) If a base shelf prospectus establishes an at-the-market distribution, an issuer certificate form required under paragraph 9.3(1)(k) must state the following:

“This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified].”

- (2) If a base shelf prospectus establishes an at-the-market distribution, an underwriter certificate form required under paragraph 9.3 (1)(k) must state the following:

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified].”

- (3) For an amendment to a base shelf prospectus that includes the form of certificates required under subsections (1) and (2), if the amendment does not restate the base shelf prospectus,

- (a) the issuer certificate form must state the following:

“The short form prospectus dated [insert date] as amended by this amendment, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which

qualified].", and

- (b) the underwriter certificate form must state the following:

"To the best of our knowledge, information and belief, the short form prospectus dated [insert date] as amended by this amendment, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified]."

- (4) For an amended and restated base shelf prospectus, in respect of a base shelf prospectus that includes the certificates required under subsections (1) and (2),

- (a) the issuer certificate form must state the following:

"This amended and restated short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified].", and

- (b) the underwriter certificate form must state the following:

"To the best of our knowledge, information and belief, this amended and restated short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified]."

9.6 Form of Certificates – Shelf Prospectus Supplement Establishing an At-the-Market Distribution

- (1) If the form of certificate required under subsection 9.5(1) was not included in the corresponding base shelf prospectus, the issuer certificate form required under paragraph 9.3(1)(k) must, in a shelf prospectus supplement that establishes an at-the-market distribution, state the following:

"The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of

the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified]."

- (2) If the form of certificate required under subsection 9.5(2) was not included in the corresponding base shelf prospectus, the underwriter certificate form required under paragraph 9.3(1)(k) must, in a shelf prospectus supplement that establishes an at-the-market distribution, state the following:

"To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified]."

- (3) For an amendment to a shelf prospectus supplement that includes the certificates required under subsections (1) and (2), if the amendment does not restate the shelf prospectus supplement,

- (a) the issuer certificate form must state the following:

"The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing as it amends the shelf prospectus supplement dated [insert date], will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].", and

- (b) the underwriter certificate form must state the following:

"To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing as it amends the shelf prospectus supplement dated [insert date], will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified]."

- (4) For an amended and restated shelf prospectus supplement in respect of a shelf prospectus supplement that includes the certificates required under subsections (1) and (2),

- (a) the issuer certificate form must state the following:

"The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].", and

- (b) the underwriter certificate form must state the following:

"To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].".

PART 9A MARKETING IN CONNECTION WITH SHELF DISTRIBUTIONS

9A.1 Definitions

- (1) In this Part,

"comparables" means information that compares an issuer to other issuers;

"U.S. cross-border offering" means an offering of securities of an issuer being made contemporaneously in the United States of America and Canada by way of a prospectus filed with a securities regulatory authority in a jurisdiction of Canada and a U.S. prospectus filed with the SEC;

"U.S. prospectus" means a prospectus that has been prepared in accordance with the disclosure and other requirements of U.S. federal securities law for an offering of securities registered under the 1933 Act.

- (2) In this Part, for greater certainty, a reference to "provides" includes showing a document to a person without allowing the person to retain or make a copy of the document.

9A.2 Standard Term Sheets after a Receipt for a Final Base Shelf Prospectus

- (1) An investment dealer must not provide a standard term sheet to potential investor after a receipt for a final base shelf prospectus or any amendment is issued unless

- (a) the standard term sheet complies with subsections (2) and (3);
 - (b) other than contact information for the investment dealer or underwriters, all information in the standard term sheet concerning the issuer, the securities or the offering
 - (i) is disclosed in, or derived from, the final base shelf prospectus, any amendment or an applicable shelf prospectus supplement that has been filed, or
 - (ii) will be disclosed in, or derived from, an applicable shelf prospectus supplement that is subsequently filed; and
 - (c) a receipt for the final base shelf prospectus has been issued in the local jurisdiction.
- (2) A standard term sheet provided under subsection (1) must be dated and include the following legend, or words to the same effect, on the first page:

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorit[y/ies] in [each of/certain of the provinces/provinces and territories of Canada].

The final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+. Copies of the documents may be obtained from [*insert contact information for the investment dealer or underwriters*].

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

- (3) A standard term sheet provided under subsection (1) may contain only the information referred to in subsection (2) and the information referred to in subsection 13.5(3) of NI 41-101.

9A.3 Marketing Materials after a Receipt for a Final Base Shelf Prospectus

- (1) An investment dealer must not provide marketing materials to a potential investor after a receipt for a final base shelf prospectus or any amendment is issued unless
- (a) the marketing materials comply with subsections (2) to (8);

- (b) other than contact information for the investment dealer or underwriters and any comparables, all information in the marketing materials concerning the issuer, the securities or the offering
 - (i) is disclosed in, or derived from, the final base shelf prospectus, any amendment or an applicable shelf prospectus supplement that has been filed, or
 - (ii) will be disclosed in, or derived from, an applicable shelf prospectus supplement that is subsequently filed;
 - (c) other than prescribed language, the marketing materials contain the same cautionary language in bold type as contained on the cover page, and in the summary, of the final base shelf prospectus;
 - (d) a template version of the marketing materials is approved in writing by the issuer and the lead underwriter before the marketing materials are provided;
 - (e) a template version of the marketing materials is filed on or before the day that the marketing materials are first provided;
 - (f) a receipt for the final base shelf prospectus has been issued in the local jurisdiction; and
 - (g) the investment dealer
 - (i) includes, in the marketing materials, a statement that the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+, or
 - (ii) provides, with the marketing materials, a copy of the final base shelf prospectus, applicable shelf prospectus supplement and any amendment to the documents that have been filed.
- (2) If a template version of the marketing materials is approved in writing by the issuer and lead underwriter under paragraph (1)(d) and filed under paragraph (1)(e), an investment dealer may provide a limited-use version of the marketing materials that
- (a) has a date that is different than the template version;
 - (b) contains a cover page referring to the investment dealer or underwriters or a particular investor or group of investors;

- (c) contains contact information for the investment dealer or underwriters; or
 - (d) has text in a format, including the type's font, colour or size, that is different than the template version.
- (3) If a template version of the marketing materials is divided into separate sections for separate subjects and is approved in writing by the issuer and lead underwriter under paragraph (1)(d), and that template version is filed under paragraph (1)(e), an investment dealer may provide a limited-use version of the marketing materials that includes only one or more of those separate sections.
- (4) The issuer may remove any comparables, and any disclosure relating to those comparables, from the template version of the marketing materials before filing it under paragraph (1)(e) or subparagraph (7)(b)(ii) if
 - (a) the comparables, and any disclosure relating to the comparables, are in a separate section of the template version of the marketing materials;
 - (b) the template version of the marketing materials that is filed contains a note advising that the comparables, and any disclosure relating to the comparables, were removed in accordance with this subsection, provided that the note appears immediately after where the removed comparables and related disclosure would have been;
 - (c) if the prospectus is filed in the local jurisdiction, a complete template version of the marketing materials containing the comparables, and any disclosure relating to the comparables, is delivered to the securities regulatory authority; and
 - (d) the complete template version of the marketing materials contains the disclosure referred to in paragraph 13.7(4)(d) of NI 41-101.
- (5) Marketing materials provided under subsection (1) must be dated and include the following legend, or words to the same effect, on the first page:

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorit[y/ies] in [each of/certain of the provinces/provinces and territories of Canada].

The final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+. Copies of the documents may be obtained from [*insert contact information for the investment dealer or underwriters*].

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

- (6) An investment dealer must not provide marketing materials under subsection (1) after a receipt for the final base shelf prospectus is issued and after the applicable shelf prospectus supplement is filed unless the issuer
 - (a) has included the template version of the marketing materials filed under paragraph (1)(e) in the applicable shelf prospectus supplement, or incorporated by reference the template version of the marketing materials filed under paragraph (1)(e) into the applicable shelf prospectus supplement in the manner described in paragraph 4 of subsection 6.3(1), or
 - (b) has included in the applicable base shelf prospectus a statement that any template version of the marketing materials filed after the date of the shelf prospectus supplement and before the termination of the distribution is deemed to be incorporated into the shelf prospectus supplement.

- (7) If marketing materials are provided under subsection (1) after a receipt for the final base shelf prospectus is issued but before the applicable shelf prospectus supplement is filed, the issuer must
 - (a) include the template version of the marketing materials filed under paragraph (1)(e) in the applicable shelf prospectus supplement, or incorporate by reference the template version of the marketing materials filed under paragraph (1)(e) into the applicable shelf prospectus supplement in the manner described in paragraph 4 of subsection 6.3(1); and
 - (b) if the applicable shelf prospectus supplement modifies a statement of material fact that appeared in marketing materials provided earlier under subsection (1),
 - (i) indicate in the shelf prospectus supplement that the template version of the marketing materials is not part of the shelf prospectus supplement to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in the shelf prospectus supplement,
 - (ii) prepare and file, at the time the issuer files the shelf

prospectus supplement, a revised template version of the marketing materials that is blacklined to show the modified statement,

- (iii) provide details in the shelf prospectus supplement of how the statement in the marketing materials has been modified, and
 - (iv) disclose in the shelf prospectus supplement that pursuant to subsection (7),
 - (A) the issuer has prepared a revised template version of the marketing materials which has been blacklined to show the modified statement, and
 - (B) the revised template version of the marketing materials can be viewed under the issuer's profile on www.sedarplus.com.
- (8) Any revised template version of the marketing materials filed under subsection (7) must comply with this section.
- (9) If marketing materials are provided under subsection (1) but the issuer did not comply with subsection (6) or paragraph (7)(a), as applicable, the marketing materials are deemed for purposes of securities legislation to be incorporated into the applicable shelf prospectus supplement as of the date of the shelf prospectus supplement to the extent not otherwise expressly modified or superseded by a statement contained in the shelf prospectus supplement.

9A.4 Road Shows after a Receipt for a Final Base Shelf Prospectus

- (1) An investment dealer must not conduct a road show for potential investors after a receipt for a final base shelf prospectus or any amendment is issued unless
 - (a) the road show complies with subsections (2) to (4); and
 - (b) a receipt for the final base shelf prospectus has been issued in the local jurisdiction.
- (2) Subject to section 9A.5, an investment dealer must not provide marketing materials to investors attending a road show conducted under subsection (1) unless the marketing materials are provided in accordance with section 9A.3.
- (3) If any investment dealer conducts a road show, the investment dealer must establish and follow reasonable procedures to
 - (a) ask any investor attending the road show in person, by telephone

conference call, on the internet or by other electronic means to provide their name and contact information;

- (b) keep a record of any information provided by the investor; and
 - (c) make an oral statement at the commencement of the road show that the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+, or provide the investor with a copy of the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents that have been filed.
- (4) If an investment dealer permits an investor, other than an accredited investor, to attend a road show, the investment dealer must commence the road show with the oral reading of the following statement or a statement to the same effect:

This presentation does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. The final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+.

9A.5 Exception from Filing and Incorporation Requirements for Road Shows for Certain U.S. Cross-border Offerings

- (1) Subject to subsections (2) to (4), if an investment dealer provides marketing materials to a potential investor in connection with a road show for a U.S. cross-border offering, the following provisions do not apply to the template version of the marketing materials relating to the road show:
 - (a) paragraph 9A.3(1)(e);
 - (b) subsections 9A.3(6) to (9).
- (2) Subsection (1) does not apply unless
 - (a) the underwriters have a reasonable expectation that the securities offered under the U.S. cross-border offering will be sold primarily in the United States of America;
 - (b) the issuer and the underwriters who sign the base shelf prospectus or the applicable shelf prospectus supplement filed in the local jurisdiction provide a contractual right containing the language set out in subsection 36A.1(5) of Form 41-101F1, or words to the same effect, except that the language may specify that the contractual

right does not apply to any comparables provided in accordance with subsection (3); and

- (c) if the base shelf prospectus is filed in the local jurisdiction, the template version of the marketing materials relating to the road show is delivered to the securities regulatory authority.
- (3) If the template version of the marketing materials relating to the road show contains comparables, the template version of the marketing materials must contain the disclosure referred to in paragraph 13.7(4)(d) of NI 41-101.
- (4) for greater certainty, subsection (1) does not apply to marketing materials other than the marketing materials provided in connection with the road show.

PART 9B DISTRIBUTION UNDER WELL-KNOWN SEASONED ISSUER BASE SHELF PROSPECTUS

9B.1 Definitions and Interpretation

- (1) In this Part:

“annual filing date” means the date by which an issuer is required to file its audited annual financial statements under National Instrument 51-102 *Continuous Disclosure Obligations* or National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*, as applicable;

“eligible issuer” means an issuer to which all of the following apply:

- (a) the issuer has filed all periodic and timely disclosure documents that it is required to have filed under all of the following:
 - (i) securities legislation;
 - (ii) an order made by the regulator or securities regulatory authority;
 - (iii) an undertaking given by the issuer to the regulator or securities regulatory authority;
- (b) during the preceding 3 years, neither the issuer, nor any person or company that completed a restructuring transaction with the issuer, was either of the following:
 - (i) a person or company the operations of which have ceased;
 - (ii) a person or company the principal asset of which is cash, cash equivalents or its exchange listing, or any similar person or company, including, for greater certainty, a capital pool

company, a special purpose acquisition company or a growth acquisition corporation;

- (c) during the preceding 3 years, none of the following applied:
 - (i) the issuer became bankrupt;
 - (ii) the issuer made a proposal under any legislation relating to bankruptcy or insolvency;
 - (iii) the issuer instituted, or otherwise became subject to, any proceeding, arrangement or compromise with creditors or was subject to an appointment of a receiver, receiver manager or trustee to hold its assets;
- (d) during the preceding 3 years, neither the issuer, nor any of its subsidiaries nor any other issuer that was, during that period, a subsidiary of the issuer, was either of the following:
 - (i) a person or company that was convicted of an offence in Canada or a foreign jurisdiction related to bribery, deceit, fraud, insider trading, misrepresentation, money laundering, theft or any offence that is substantially similar;
 - (ii) a person or company that was the subject of any order, decision or settlement agreement that imposes sanctions, conditions, restrictions or requirements as a result of a contravention of the laws of Canada or the United States of America respecting securities or derivatives;
- (e) the issuer is not the subject of any proceeding under securities legislation brought by a regulator or securities regulatory authority in respect of either of the following:
 - (i) a prospectus relating to securities of the issuer;
 - (ii) a distribution of securities of the issuer;
- (f) during the preceding 3 years, no regulator or securities regulatory authority in Canada has refused a receipt for a prospectus filed by the issuer;
- (g) during the preceding 3 years, the issuer has not been the subject of either of the following:
 - (i) a cease trade order or order similar to a cease trade order in a jurisdiction of Canada that was in effect for a period of more than 30 consecutive days;

- (ii) a suspension of trading under the 1934 Act;
- (h) neither of the following applies:
- (i) during the preceding 180 days, the issuer filed a preliminary prospectus or an amendment to a preliminary prospectus and did not file and obtain a receipt for a final prospectus that related to the preliminary prospectus or the amendment;
 - (ii) during the preceding 90 days, the issuer withdrew a preliminary prospectus or an amendment to a preliminary prospectus prior to filing and obtaining a receipt for a final prospectus that related to the preliminary prospectus or the amendment; “qualifying public debt” means the aggregate principal amount of non-convertible securities, other than equity securities, distributed by an issuer under a prospectus in respect of primary offerings for cash within the preceding 3 years;

“qualifying public equity” means the aggregate market value of the listed equity securities of an issuer, excluding listed equity securities held by an affiliate or a reporting insider of the issuer, calculated using the simple average of the daily closing price of the securities on a short form eligible exchange for each of the preceding 20 trading days on which there was a daily closing price;

“reporting insider” has the meaning ascribed to that term in National Instrument 55-104 *Insider Reporting Requirements and Exemptions*;

“well-known seasoned issuer” means an issuer to which all of the following apply:

- (a) the issuer has, or on at least one day during the preceding 60 days had, either of the following:
 - (i) qualifying public equity of at least \$500 000 000;
 - (ii) qualifying public debt of at least \$1 000 000 000;
- (b) the issuer is a reporting issuer in a jurisdiction of Canada and either of the following applies:
 - (i) the issuer has been a reporting issuer in a jurisdiction of Canada for the preceding 12 months;
 - (ii) the issuer
 - (A) is a successor issuer,

- (B) acquired substantially all of its business from a person or company that was a reporting issuer in a jurisdiction of Canada for the 12 months preceding the acquisition, and
 - (C) acquired the business from the reporting issuer referred to in clause (B) and, at the time of acquisition, that reporting issuer was an eligible issuer;
- (c) the issuer is qualified to file a short form prospectus under section 2.2, 2.3, 2.4 or 2.5 of NI 44-101;
- (d) if the issuer has one or more mineral project interests that together constitute a material portion of the issuer's business, the issuer's most recent audited annual financial statements disclose
 - (i) gross revenue, derived from mining operations, of at least \$55 000 000 for the issuer's most recently completed financial year, and
 - (ii) gross revenue, derived from mining operations, of at least \$165 000 000 in the aggregate for the issuer's 3 most recently completed financial years;

"WKSII base shelf prospectus" means a base shelf prospectus prepared in accordance with subsections 9B.2(3) and (4).

- (2) For the purposes of this Part, the terms "cash" and "cash equivalents" have the same meanings as in Canadian GAAP applicable to publicly accountable enterprises.
- (3) For the purposes of determining, under this Part, the reporting insiders of an issuer, their respective securityholdings and the issuer's qualifying public equity, subject to subsection (4), an issuer may rely on information contained in an insider report filed on SEDI in accordance with the reporting requirements of National Instrument 55-104 *Insider Reporting Requirements and Exemptions* or in a news release issued and filed, or a report filed, in accordance with section 5.2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* or Part 4 of National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, as applicable, whichever contains the most current information in respect of a reporting insider's securityholdings.
- (4) Subsection (3) does not apply if the issuer has knowledge
 - (a) that the information filed is inaccurate or has changed, and
 - (b) of the correct information.

9B.2 Requirements for Issuers Filing a WKSJ Base Shelf Prospectus

- (1) An issuer may file a WKSJ base shelf prospectus if, as of the date of filing the prospectus, all of the following apply:
 - (a) the issuer is a well-known seasoned issuer;
 - (b) the issuer is an eligible issuer;
 - (c) the issuer is not an investment fund.
- (2) An issuer to which paragraph (1)(a) does not apply may file a WKSJ base shelf prospectus if a distribution is in respect of non-convertible securities other than equity securities and, as of the date of filing the prospectus, all of the following apply:
 - (a) the issuer is qualified to file a short form prospectus under section 2.4 of NI 44-101;
 - (b) the issuer is a majority-owned subsidiary of a parent issuer that meets the requirements set out in subsection (1);
 - (c) the parent issuer has provided full and unconditional credit support for the securities being distributed;
 - (d) the issuer is an eligible issuer;
 - (e) the issuer is not an investment fund.
- (3) A prospectus filed under this section must include all of the following:
 - (a) on the cover page, the following statement or a statement in substantially the following words:

“This base shelf prospectus is filed under Part 9B of National Instrument 44-102 *Shelf Distributions*.

[Name of issuer] has satisfied the requirements for issuers filing a WKSJ base shelf prospectus and for a receipt for this prospectus to be deemed to be issued in all jurisdictions in Canada in which this prospectus has been filed.

No regulator or securities regulatory authority has reviewed this prospectus.”;
 - (b) disclosure of the date on which the issuer's or the parent issuer's qualifying public equity or qualifying public debt equalled or exceeded the amount referred to in subparagraph (a)(i) or (ii) of the definition of well-known seasoned issuer, as applicable, and the

amount of the issuer's or the parent issuer's qualifying public equity or qualifying public debt, as applicable on that date.

- (4) A prospectus filed under this section must not qualify the distribution of an asset-backed security.

9B.3 Provisions Not Applicable to a WKSI Base Shelf Prospectus

- (1) An issuer is exempt from the prospectus requirement in respect of the requirement to file a preliminary prospectus relating to the WKSI base shelf prospectus if all of the following apply:
 - (a) the issuer is qualified to file a WKSI base shelf prospectus under subsection 9B.2(1) or (2);
 - (b) the issuer files a WKSI base shelf prospectus;
 - (c) the issuer has filed all documents otherwise required to be filed under securities legislation in connection with the filing of a base shelf prospectus.
- (2) The following provisions do not apply to an issuer in respect of a WKSI base shelf prospectus:
 - (a) section 5.4;
 - (b) item 5 of section 5.5.
- (3) An issuer that files a WKSI base shelf prospectus may omit from the prospectus all of the following disclosure:
 - (a) the number of securities qualified for distribution referred to in item 1.4 of Form 44-101F1;
 - (b) a plan of distribution referred to in item 5 of Form 44-101F1, other than to state that the plan of distribution will be described in the shelf prospectus supplement for any distribution of securities;
 - (c) a description of the securities being distributed referred to in item 7 of Form 44-101F1, other than as necessary to identify the types of securities;
 - (d) the disclosure regarding any selling securityholder referred to in item 8 of Form 44-101F1;
 - (e) information, otherwise required under Form 44-101F1, derived from the disclosure referred to in paragraphs (a) to (d) in this subsection.

- (4) An issuer that omits information from a WKSJ base shelf prospectus under subsection (3) must include the omitted information in any shelf prospectus supplement used to supplement the disclosure in the WKSJ base shelf prospectus.

9B.4 Filing Requirements for a WKSJ Base Shelf Prospectus

- (1) An issuer that files a WKSJ base shelf prospectus or an amendment to a WKSJ base shelf prospectus must file, with the prospectus or the amendment, a certificate dated as of the date of the prospectus or the amendment, executed on behalf of the issuer by one of its executive officers that
 - (a) specifies the qualification criteria under Part 2 of NI 44-101 and Part 2 of this Instrument relied on by the issuer to qualify the prospectus for filing as a short form base shelf prospectus, and
 - (b) certifies that
 - (i) all of the specified criteria referred to in paragraph (a) have been satisfied,
 - (ii) the issuer is filing with the prospectus all material incorporated by reference in the prospectus and not previously filed, and
 - (iii) all of the requirements for the deemed issuance of a receipt for the WKSJ base shelf prospectus or the amendment have been met.
- (2) An issuer that files a WKSJ base shelf prospectus must file, with the WKSJ base shelf prospectus, any technical report that is required to be filed with a preliminary short form prospectus under NI 43-101.
- (3) An issuer that files a WKSJ base shelf prospectus must pay either of the following:
 - (a) the fee specified for filing a WKSJ base shelf prospectus;
 - (b) if no fee is specified, the fee otherwise required for the filing of a preliminary short form prospectus.

9B.5 Receipts

- (1) A receipt for a WKSJ base shelf prospectus is deemed to be issued if, at the time of filing of the WKSJ base shelf prospectus, the issuer has
 - (a) complied with sections 9B.2 and 9B.4, and

- (b) filed or delivered, as the case may be, all documents required to be filed or delivered in connection with the filing of a base shelf prospectus.
- (2) A receipt for an amendment to a WKSI base shelf prospectus is deemed to be issued if all of the following apply:
- (a) as of the date of filing of the amendment to the WKSI base shelf prospectus, the issuer satisfies the criteria in subsection 9B.2(1) or (2);
 - (b) the amendment to the WKSI base shelf prospectus includes all of the following:
 - (i) on the cover page, the following statement or a statement in substantially the following words:

“This amendment is filed under Part 9B of National Instrument 44-102 *Shelf Distributions*.

[Name of issuer] has satisfied the requirements for issuers filing an amendment to a WKSI base shelf prospectus and for a receipt for this amendment to be deemed to be issued in all jurisdictions in Canada in which this amendment has been filed.

No regulator or securities regulatory authority has reviewed this amendment.”;
 - (ii) disclosure of the date on which the issuer’s or parent issuer’s qualifying public equity or qualifying public debt equalled or exceeded the amount referred to in subparagraph 0(i) or (ii) of the definition of well-known seasoned issuer, as applicable, and the amount of the issuer’s or parent issuer’s qualifying public equity or qualifying public debt as applicable on that date;
 - (c) the issuer has complied with subsections 9B.2(4) and 9B.4(1);
 - (d) the issuer has filed or delivered, as the case may be, all documents required to be filed or delivered in connection with the filing of an amendment to a base shelf prospectus.

9B.6 Annual Requirement and Period of Effectiveness of a Deemed Receipt for a WKSI Base Shelf Prospectus

- (1) On the annual filing date, or in the 60 days preceding the annual filing date, in each financial year of an issuer following the filing by the issuer of a WKSI base shelf prospectus and until the date, under subsection (2), on which

the issuer is no longer permitted to distribute a security under the WKSII base shelf prospectus, the issuer must either

- (a) include a statement in its AIF for the financial year ended immediately before the annual filing date, or in an amendment to the WKSII base shelf prospectus, that explains that the issuer is eligible to file a WKSII base shelf prospectus, if the issuer satisfies the conditions under subsections 9B.2(1) or (2), or
 - (b) file a letter withdrawing the WKSII base shelf prospectus.
- (2) An issuer may distribute a security under a WKSII base shelf prospectus, with respect to which a receipt is deemed to have been issued under subsection 9B.5(1), until the earliest of
- (a) the date that is 37 months from the date a receipt is deemed to be issued under subsection 9B.5(1),
 - (b) the annual filing date, in each financial year of the issuer following the filing by the issuer of the WKSII base shelf prospectus, unless the issuer has included the statement referred to in paragraph (1)(a) of this section in either of the following:
 - (i) its AIF for the financial year ended immediately before the annual filing date;
 - (ii) an amendment to the WKSII base shelf prospectus filed on the annual filing date or during the 60 days preceding the annual filing date,
 - (c) in the case of an issuer that is qualified to file a short form base shelf prospectus under
 - (i) section 2.2 of NI 44-101, the time referred to in paragraph 2.2(3)(b) of this Instrument,
 - (ii) section 2.3 of NI 44-101, the time referred to in paragraph 2.3(3)(b) of this Instrument,
 - (iii) section 2.4 of NI 44-101, the time referred to in paragraph 2.4(3)(b) of this Instrument, and
 - (iv) section 2.5 of NI 44-101, the time referred to in paragraph 2.5(3)(b) of this Instrument, and
 - (d) in Ontario, the lapse date prescribed by securities legislation.

- (3) An issuer that is required to withdraw a WCSI base shelf prospectus under paragraph (1)(b) of this section must not distribute a security under that prospectus on or after the earlier of
 - (a) the annual filing date, and
 - (b) the date the WCSI base shelf prospectus is withdrawn.

9B.7 Personal Information Forms

An issuer that files a WCSI base shelf prospectus must deliver to the regulator or the securities regulatory authority, as soon as practicable upon request, any personal information form that is required to be delivered with a preliminary short form prospectus under section 4.1 of NI 44-101.

PART 10 REPEALED

PART 11 EXEMPTIONS

11.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
 - (2.1) Except in Alberta and Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction.
- (3) An application made to the securities regulatory authority or regulator for an exemption from this Instrument shall include a letter or memorandum describing the matters relating to the exemption, and indicating why consideration should be given to the granting of the exemption.

11.2 Evidence of Exemption

- (1) Subject to subsection (2) and without limiting the manner in which an exemption under this Part may be evidenced, the granting under this Part of an exemption, other than an exemption, in whole or in part from Part 2, may be evidenced by the issuance of a receipt for a base shelf prospectus or an amendment to a base shelf prospectus.
- (2) The issuance of a receipt for a base shelf prospectus or an amendment to a base shelf prospectus is not evidence that the exemption is being granted unless

- (a) the person or company that sought the exemption sent to the regulator
 - (i) the letter or memorandum referred to in subsection 11.1(3), on or before the date of the filing of the base shelf prospectus or an amendment to a base shelf prospectus, or
 - (ii) the letter or memorandum referred to in subsection 11.1(3) after the date of the filing of the base shelf prospectus or an amendment to a base shelf prospectus and received a written acknowledgement from the regulator that the exemption may be evidenced in the manner set out in subsection (1), and
- (b) the regulator has not before, or concurrently with, the issuance of the receipt sent notice to the person or company that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).

PART 12 EFFECTIVE DATE

12.1 Effective Date This Instrument shall come into force on 16 May 2005.

APPENDIX A
METHOD 1 FOR FORM OF SHELF PROSPECTUS CERTIFICATES

METHOD 1: FORWARD LOOKING FORM OF CERTIFICATES TO BE INCLUDED IN BASE SHELF PROSPECTUSES OR SUPPLEMENTS ESTABLISHING AN MTN PROGRAM OR OTHER CONTINUOUS DISTRIBUTION

PART 1 Base Shelf Prospectuses

1.1 Issuer Certificate Form – If a base shelf prospectus establishes an MTN program or other continuous distribution, or if method 2 has not been elected by an issuer, an issuer certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].

1.2 Underwriter Certificate Form – If the base shelf prospectus establishes an MTN program or other continuous distribution or if method 2 has not been elected by the underwriter, an underwriter certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].

1.3 Repealed

1.4 Amendments

(1) For an amendment to a base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, and if the amendment does not restate the prospectus, change “this short form prospectus” to “the short form prospectus dated [insert date] as amended by this amendment” wherever it appears in the statements in sections 1.1 and 1.2.

(2) For an amended and restated base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter

certificate form in sections 1.1 and 1.2, change “this short form prospectus” and replace it with “this amended and restated short form prospectus” wherever it appears in the statements in sections 1.1 and 1.2.

PART 2 Shelf Prospectus Supplements establishing an MTN Program

2.1 Issuer Certificate Form – If an issuer certificate form described in section 1.1 was not included in the corresponding base shelf prospectus, an issuer certificate form in a shelf prospectus supplement that establishes an MTN program or other continuous distribution must state:

“The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].”

2.2 Underwriter Certificate Form – If an underwriter’s certificate form described in section 1.2 was not included in the corresponding base shelf prospectus, an underwriter certificate form in a shelf prospectus supplement that establishes an MTN program or other continuous distribution must state:

“To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].”

2.3 Repealed

2.4 Amendments

(1) For an amendment to a shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, and if the amendment does not restate the prospectus, add “, as it amends the shelf prospectus supplement dated [insert date]” after “the foregoing,” wherever it appears in the statements in sections 2.1 and 2.2.

(2) For an amended and restated shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, include the issuer certificate form and the underwriter certificate form in sections 2.1 and 2.2.

APPENDIX B
METHOD 2 FOR FORM OF SHELF PROSPECTUS CERTIFICATES

METHOD 2: NON-FORWARD LOOKING FORM OF PROSPECTUS CERTIFICATES TO BE INCLUDED IN BOTH BASE SHELF PROSPECTUSES AND SUPPLEMENTS

PART 1 Base Shelf Prospectus

1.1 Issuer Certificate Form – If method 2 is elected by an issuer, an issuer certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“This short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of [insert name of each jurisdiction in which qualified].”

1.2 Underwriter Certificate Form – If method 2 is elected by an underwriter, an underwriter certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of [insert name of each jurisdiction in which qualified].”

1.3 Repealed

1.4 Amendments

(1) For an amendment to a base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, and if the amendment does not restate the prospectus, change “this short form prospectus” to “the short form prospectus dated [insert date] as amended by this amendment” wherever it appears in the statements in sections 1.1 and 1.2.

(2) For an amended and restated base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, change “this short form prospectus” to “this amended and restated short form prospectus” wherever it appears in the statements in sections 1.1 and 1.2.

PART 2 Shelf Prospectus Supplement

2.1 Issuer Certificate Form – If method 2 is elected by an issuer, an issuer certificate form in a shelf prospectus supplement must state:

"The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of [insert name of each jurisdiction in which qualified]."

2.2 Underwriter Certificate Form – If method 2 is elected by an underwriter, an underwriter certificate form in a shelf prospectus supplement must state:

"To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of [insert name of jurisdiction in which qualified]."

2.3 Repealed

2.4 Amendments

- (1) For an amendment to a shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, and if the amendment does not restate the prospectus, add ", as it amends the shelf prospectus supplement dated [insert date]" after "the foregoing," wherever it appears in the statements in sections 2.1 and 2.2.
- (2) For an amended and restated shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, include the issuer certificate form and the underwriter certificate form in sections 2.1 and 2.2.