

The Ontario Securities Commission

Reducing Regulatory Burden for Investment Fund Issuers

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Notice of Coming into Force

Reducing Regulatory Burden for Investment Fund Issuers

TABLE OF CONTENTS

Notice of Coming into Force of Amendments to National Instrument 41-101 <i>General Prospectus Requirements</i>, National Instrument 81-101 <i>Mutual Fund Prospectus Disclosure</i>, National Instrument 81-102 <i>Investment Funds</i>, National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i>, National Instrument 81-107 <i>Independent Review Committee for Investment Funds</i>, National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i>, Multilateral Instrument 13-102 <i>System Fees for SEDAR and NRD</i>, National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>, National Instrument 45-106 <i>Prospectus Exemptions</i>, and Local Amendments to OSC Rule 13-502 <i>Fees</i>	1
Annex A — Rule Amendments and Policy Changes, Workstreams 1 and 2	4
Annex B — Rule Amendments and Policy Changes, Workstreams 3 to 8	59

Notice of Coming into Force

Reducing Regulatory Burden for Investment Fund Issuers

NOTICE OF COMING INTO FORCE OF
AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 *GENERAL PROSPECTUS REQUIREMENTS*,
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE*,
NATIONAL INSTRUMENT 81-102 *INVESTMENT FUNDS*,
NATIONAL INSTRUMENT 81-106 *INVESTMENT FUND CONTINUOUS DISCLOSURE*,
NATIONAL INSTRUMENT 81-107 *INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS*,
NATIONAL INSTRUMENT 13-101 *SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)*,
MULTILATERAL INSTRUMENT 13-102 *SYSTEM FEES FOR SEDAR AND NRD*,
NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS, EXEMPTIONS AND
ONGOING REGISTRANT OBLIGATIONS*,
NATIONAL INSTRUMENT 45-106 *PROSPECTUS EXEMPTIONS, AND
LOCAL AMENDMENTS TO OSC RULE 13-502 FEES*

December 23, 2021

On June 8, 2021, the Ontario Securities Commission (the **Commission**) adopted amendments to

- National Instrument 41-101 *General Prospectus Requirements*,
- National Instrument 81-101 *Mutual Fund Prospectus Disclosure*,
- National Instrument 81-102 *Investment Funds*,
- National Instrument 81-106 *Investment Fund Continuous Disclosure*,
- National Instrument 81-107 *Independent Review Committee for Investment Funds*,

together with related consequential amendments to all of the following:

- National Instrument 13-101 *System for Electronic Document Analysis And Retrieval (SEDAR)*,
- Multilateral Instrument 13-102 *System Fees for SEDAR and NRD*,
- National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, and
- National Instrument 45-106 *Prospectus Exemptions*; and
- local amendments to OSC Rule 13-502 *Fees*

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

On the same date, the Commission also adopted changes to

- National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*,
- Companion Policy 41-101 *General Prospectus Requirements*,
- Companion Policy 81-101 *Mutual Fund Prospectus Disclosure*,
- Companion Policy 81-102 *Investment Funds*,

- Companion Policy 81-106 *Investment Fund Continuous Disclosure*, and
- the commentary in National Instrument 81-107 *Independent Review Committee for Investment Funds*

(the **Policy Changes**).

The Rule Amendments and the Policy Changes were in respect of eight separate initiatives, or Workstreams, to reduce the regulatory burden on investment funds.

The above material was published on October 7, 2021 in the Bulletin. See (2021), 44 OSCB (Supp-3). A description of each Workstream is available on pages 3-10 of the publication.

The text of the Rule Amendments is published in the Annexes of this Notice.

In-Force Date

Pursuant to section 143.4 of the *Securities Act* (Ontario), the Rule Amendments in respect of Workstreams 3-8 will come into force on January 5, 2022, and the Rule Amendments in respect of Workstreams 1 and 2 will come into force on January 6, 2022.

Contents of Annexes

Annex A — Rule Amendments and Policy Changes, Workstreams 1 and 2

Workstream 1: Consolidate the Simplified Prospectus and the Annual Information Form

- Schedule 1-A – Amendments to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*
- Schedule 1-B – Changes to Companion Policy 81-101 *Mutual Fund Prospectus Disclosure*
- Schedule 1-C – Amendments to National Instrument 81-102 *Investment Funds*
- Schedule 1-D – Changes to Companion Policy 81-102 *Investment Funds*
- Schedule 1-E – Amendments to National Instrument 81-106 *Investment Fund Continuous Disclosure*
- Schedule 1-F – Change to Companion Policy 81-106 *Investment Fund Continuous Disclosure*
- Schedule 1-G – Change to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*
- Schedule 1-H – Amendments to National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*
- Schedule 1-I – Amendments to Multilateral Instrument 13-102 *System Fees for SEDAR and NRD*
- Schedule 1-J – Changes to Companion Policy 41-101 *General Prospectus Requirements*
- Schedule 1-K – Amendments to OSC Rule 13-502 *Fees*

Workstream 2: Mandate that each Reporting Issuer Investment Fund have a Designated Website

- Schedule 2-A – Amendments to National Instrument 41-101 *General Prospectus Requirements*
- Schedule 2-B – Changes to Companion Policy 41-101 *General Prospectus Requirements*
- Schedule 2-C – Amendments to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*
- Schedule 2-D – Changes to Companion Policy 81-101 *Mutual Fund Prospectus Disclosure*
- Schedule 2-E – Amendments to National Instrument 81-102 *Investment Funds*
- Schedule 2-F – Amendments to National Instrument 81-106 *Investment Fund Continuous Disclosure*
- Schedule 2-G – Changes to Companion Policy 81-106 *Investment Fund Continuous Disclosure*

Schedule 2-H – Amendments to National Instrument 81-107 *Independent Review Committee for Investment Funds*

Schedule 2-I – Changes to Commentary in National Instrument 81-107 *Independent Review Committee for Investment Funds*

Annex B — Rule Amendments and Policy Changes, Workstreams 3 to 8

Workstream 3: Codify Exemptive Relief Granted in Respect of Notice-and-Access Applications

Schedule 3-A – Amendments to National Instrument 81-106 *Investment Fund Continuous Disclosure*

Schedule 3-B – Changes to Companion Policy 81-106 *Investment Fund Continuous Disclosure*

Workstream 4: Minimize Filings of Personal Information Forms

Schedule 4-A – Amendments to National Instrument 41-101 *General Prospectus Requirements*

Schedule 4-B – Amendments to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*

Workstream 5: Codify Exemptive Relief Granted in Respect of Conflicts Applications

Schedule 5-A – Amendments to National Instrument 81-102 *Investment Funds*

Schedule 5-B – Changes to Companion Policy 81-102 *Investment Funds*

Schedule 5-C – Amendments to National Instrument 81-107 *Independent Review Committee for Investment Funds*

Schedule 5-D – Changes to Commentary in National Instrument 81-107 *Independent Review Committee for Investment Funds*

Schedule 5-E – Amendment to National Instrument 45-106 *Prospectus Exemptions*

Schedule 5-F – Amendment to National Instrument 81-106 *Investment Fund Continuous Disclosure*

Schedule 5-G – Amendment to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*

Workstream 6: Broaden Pre-Approval Criteria for Investment Fund Mergers

Schedule 6-A – Amendments to National Instrument 81-102 *Investment Funds*

Schedule 6-B – Change to Companion Policy 81-102 *Investment Funds*

Workstream 7: Repeal Regulatory Approval Requirements for a Change of Manager, a Change of Control of a Manager, and a Change of Custodian that Occurs in Connection with a Change of Manager

Schedule 7-A – Amendments to National Instrument 81-102 *Investment Funds*

Schedule 7-B – Change to Companion Policy 81-102 *Investment Funds*

Workstream 8: Codify Exemptive Relief Granted in Respect of the Fund Facts Delivery Requirement and Corresponding Exemptions from the ETF Facts Delivery Requirement

Schedule 8-A – Amendments to National Instrument 41-101 *General Prospectus Requirements*

Schedule 8-B – Amendments to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*

Additional Amendments

Schedule 9 – Amendments to National Instrument 41-101 *General Prospectus Requirements*

**ANNEX A
RULE AMENDMENTS AND POLICY CHANGES, WORKSTREAMS 1 AND 2**

WORKSTREAM 1

**SCHEDULE 1-A
AMENDMENTS TO
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. ***National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.***
2. ***Section 1.1 is amended***
 - (a) ***in the definition of “material contract” by replacing***
 - (i) ***“annual information form” with “simplified prospectus”, and***
 - (ii) ***“Item 16 of Form 81-101F2 Contents of Annual Information Form” with “Item 4.17 of Part A of Form 81-101F1 Contents of Simplified Prospectus”,***
 - (b) ***by repealing the definition of “multiple AIF”, and***
 - (c) ***by repealing the definition of “single AIF”.***
3. ***Section 2.1 is amended***
 - (a) ***by replacing paragraphs (1)(a), (b) and (c) with the following:***
 - (a) that files a preliminary prospectus must file the preliminary prospectus in the form of a preliminary simplified prospectus prepared and certified in accordance with Form 81-101F1 and concurrently file a preliminary fund facts document, for each class or series of securities of the mutual fund, prepared in accordance with Form 81-101F3;
 - (b) that files a *pro forma* prospectus must file the *pro forma* prospectus in the form of a *pro forma* simplified prospectus prepared and certified in accordance with Form 81-101F1 and concurrently file a *pro forma* fund facts document, for each class or series of securities of the mutual fund, prepared in accordance with Form 81-101F3;
 - (c) that files a prospectus must file the prospectus in the form of a simplified prospectus prepared and certified in accordance with Form 81-101F1 and concurrently file a fund facts document, for each class or series of securities of the mutual fund, prepared in accordance with Form 81-101F3;, ***and***
 - (b) ***by repealing subparagraph (1)(d)(i).***
4. ***Section 2.2 is amended***
 - (a) ***by deleting “or to an annual information form” in subsection (1),***
 - (b) ***by deleting “or annual information form” in paragraph (1)(a),***
 - (c) ***by deleting “or annual information form” in paragraph (1)(b),***
 - (d) ***by deleting “or to an annual information form” in subsection (3),***
 - (e) ***by deleting “or annual information form” in item 1 of subsection (3), and***
 - (f) ***by deleting “, or annual information form” in item 2 of subsection (3).***
5. ***Section 2.3 is amended***
 - (a) ***by deleting “, a preliminary annual information form”, wherever it occurs,***
 - (b) ***by replacing “preliminary annual information form” with “preliminary simplified prospectus” in subparagraph (1)(a)(i),***
 - (c) ***by deleting “, preliminary annual information form”, wherever it occurs,***

- (d) **by deleting** “, a *pro forma* annual information form”, **wherever it occurs**,
 - (e) **by repealing subparagraph (2)(b)(ii)**,
 - (f) **by deleting** “, *pro forma* annual information form” **wherever it occurs**,
 - (g) **by deleting** “, an annual information form” **wherever it occurs**,
 - (h) **by replacing** “annual information form” **with** “simplified prospectus” **in subparagraph (3)(a)(iii)**,
 - (i) **by repealing subparagraph (3)(b)(ii)**,
 - (j) **by deleting** “and an amendment to the annual information form” **in paragraph (4)(a)**,
 - (k) **by replacing** “annual information form” **with** “simplified prospectus” **in subparagraph (4)(a)(i)**,
 - (l) **by repealing subparagraph (4)(b)(ii)**,
 - (m) **by repealing subsection (5)**,
 - (n) **by deleting** “or (5)” **in paragraph (5.1)(a)**, **and**
 - (o) **by replacing** “annual information form” **with** “simplified prospectus” **in subparagraph (5.1)(a)(i)**.
6. **Item 1 of section 3.1 is repealed.**
7. **Subsection 3.3(2) is repealed.**
8. **Section 3.5 is replaced with the following:**
- Soliciting expressions of interest**
- 3.5 A multiple SP that includes a *pro forma* simplified prospectus and a preliminary simplified prospectus must not be used to solicit expressions of interest..
9. **Section 4.1 is amended**
- (a) **by deleting** “, annual information form” **in subsection (1)**, **and**
 - (b) **by repealing paragraph (2)(c)**.
10. **Section 4.2 is amended by deleting**, “, an annual information form”.
11. **Section 5.4 is repealed.**
12. **Section 5.1.1 is replaced by the following:**
- 5.1.1 **Interpretation** For the purposes of this Part,
- “manager certificate form” means a certificate in the form set out in Item 16 of Part A of Form 81-101F1 and attached to the simplified prospectus,
- “mutual fund certificate form” means a certificate in the form set out in Item 15 of Part A of Form 81-101F1 and attached to the simplified prospectus,
- “principal distributor certificate form” means a certificate in the form set out in Item 18 of Part A of Form 81-101F1 and attached to the simplified prospectus, and
- “promoter certificate form” means a certificate in the form set out in Item 17 of Part A of Form 81-101F1 and attached to the simplified prospectus..
13. **Section 5.1.2 is amended by deleting** “, the amendment to the annual information form”.

14. Section 6.2 is amended**(a) by replacing subsection (1) with the following:**

(1) Subject to subsection (2) and without limiting the manner in which an exemption may be evidenced, the granting under this Part of an exemption from any form or content requirements relating to a simplified prospectus or fund facts document may be evidenced by the issuance of a receipt for a simplified prospectus or an amendment to a simplified prospectus.,

(b) in subsection (2) by replacing “The issuance of a receipt for a simplified prospectus and annual information form or an amendment to a simplified prospectus or annual information form is not evidence that the exemption has been granted unless” with “The issuance of a receipt for a simplified prospectus or an amendment to a simplified prospectus is not evidence that the exemption has been granted unless”,**(c) by deleting “and annual information form” in subparagraph (2)(a)(i),****(d) by deleting “or annual information form” in subparagraph (2)(a)(ii), and****(e) by deleting “and annual information form” in subparagraph (2)(a)(iii).****15. Form 81-101F1 Contents of Simplified Prospectus is replaced with the following:****Form 81-101F1****Contents of Simplified Prospectus****Table of Contents****PART TITLE**

General Instructions

PART A GENERAL DISCLOSURE

Item 1: Front Cover Disclosure

1.1 For a single SP, or multiple SP, in which the Part A section and the Part B sections are bound together

1.2 For a multiple SP in which the Part A section is bound separately from the Part B sections

Item 2: Table of Contents

2.1 For a single SP, or multiple SP, in which the Part A section and the Part B sections are bound together

2.2 For a multiple SP in which the Part A section is bound separately from the Part B sections

Item 3: Introductory Disclosure

Item 4: Responsibility for Mutual Fund Administration

4.1 Manager

4.2 Portfolio Adviser

4.3 Brokerage Arrangements

4.4 Principal Distributor

4.5 Directors, Executive Officers and Trustees

4.6 Custodian

4.7 Auditor

4.8 Registrar

4.9 Securities Lending Agent

4.10 Cash Lender

4.11 Other Service Providers

4.12 Independent Review Committee and Fund Governance

4.13 Affiliated Entities

4.14 Dealer Manager Disclosure

4.15 Policies and Practices

4.16 Remuneration of Directors, Officers and Trustees

4.17 Material Contracts

4.18 Legal Proceedings

4.19 Designated Website

Item 5: Valuation of Portfolio Securities

Item 6: Calculation of Net Asset Value

Item 7: Purchases, Switches and Redemptions

Item 8: Optional Services Provided by the Mutual Fund Organization

Item 9: Fees and Expenses

- 9.1 General Disclosure
- 9.2 Management Fee Rebate or Distribution Programs
- Item 10: Dealer Compensation
- Item 11: Income Tax Considerations
 - 11.1 Income Tax Considerations for the Mutual Fund
 - 11.2 Income Tax Considerations for Investors
- Item 12: Statement of Rights
- Item 13: Additional Information
- Item 14: Exemptions and Approvals
- Item 15: Certificate of the Mutual Fund
- Item 16: Certificate of the Manager of the Mutual Fund
- Item 17: Certificate of Each Promoter of the Mutual Fund
- Item 18: Certificate of the Principal Distributor of the Mutual Fund

PART B FUND-SPECIFIC INFORMATION

- Item 1: General
- Item 2: Part B Introduction
- Item 3: Fund Details
- Item 4: Fundamental Investment Objectives
- Item 5: Investment Strategies
- Item 6: Investment Restrictions
- Item 7: Description of Securities Offered by the Mutual Fund
- Item 8: Name, Formation and History of the Mutual Fund
- Item 9: Risks
- Item 10: Investment Risk Classification Methodology
- Item 11: Additional Information
- Item 12: Back Cover

General Instructions

General

- (1) *This Form describes the disclosure required in a simplified prospectus of a mutual fund. Each Item of this Form outlines disclosure requirements. Instructions as to how you are to provide this disclosure are printed in italic type.*
- (2) *Terms defined in National Instrument 81-101 Mutual Fund Prospectus Disclosure, National Instrument 81-102 Investment Funds or National Instrument 81-105 Mutual Fund Sales Practices and used in this Form have the meanings that they have in those national instruments.*
- (3) *A simplified prospectus must state the required information concisely and in plain language.*
- (4) *Respond as simply and directly as is reasonably possible. Include only as much information as is necessary for an understanding of the fundamental and particular characteristics of the mutual fund. Brevity is especially important in describing practices or aspects of a mutual fund's operations that are materially the same as those of other mutual funds.*
- (5) *National Instrument 81-101 Mutual Fund Prospectus Disclosure requires the simplified prospectus to be presented in a format that assists in readability and comprehension. This Form does not mandate the use of a specific format to achieve these goals. However, mutual funds are encouraged to use, as appropriate, tables, captions, bullet points or other organizational techniques that assist in presenting the required disclosure clearly and concisely.*
- (6) *Each Item must be presented under the heading or sub-heading stipulated in this Form; references to the relevant Item number are optional. If no sub-heading for an Item is stipulated in this Form, a mutual fund may include sub-headings, under the required headings, at its option.*
- (7) *A simplified prospectus may contain photographs and artwork only if they are relevant to the business of the mutual fund, mutual fund family or members of the organization of the mutual fund and are not misleading.*
- (8) *Any footnotes to tables provided for under any Item in this Form may be deleted if the substance of the footnotes is otherwise provided.*

Contents of a Simplified Prospectus

- (9) *A simplified prospectus consists of two sections, a Part A section and a Part B section.*
- (10) *The Part A section of a simplified prospectus contains the response to the Items in Part A of this Form and contains introductory information about the mutual fund, general information about mutual funds and information applicable to the mutual funds managed by the mutual fund organization.*
- (11) *The Part B section of a simplified prospectus contains the response to the Items in Part B of this Form and contains specific information about the mutual fund to which the simplified prospectus pertains.*
- (12) *Despite securities legislation, a simplified prospectus must present each Item in the Part A section and each Item in the Part B section in the respective order provided for in this Form.*

Consolidation of Simplified Prospectuses into a Multiple SP

- (13) *Subsection 5.1(1) of National Instrument 81-101 Mutual Fund Prospectus Disclosure states that simplified prospectuses must not be consolidated to form a multiple SP unless the Part A sections of each simplified prospectus are substantially similar. The Part A sections in a consolidated document need not be repeated. These provisions permit a mutual fund organization to create a document that contains the disclosure for a number of mutual funds in the same family.*
- (14) *Subsection 5.1(4) of National Instrument 81-101 Mutual Fund Prospectus Disclosure states that a simplified prospectus of an alternative mutual fund must not be consolidated with a simplified prospectus of another mutual fund that is not an alternative mutual fund.*
- (15) *As with a single SP, a multiple SP consists of two Parts:*
 - 1. *A Part A section that contains general information about the mutual funds, or the mutual fund family, described in the document.*
 - 2. *A number of Part B sections, each of which provide specific information about one mutual fund. The Part B sections must not be consolidated with each other so that, in a multiple SP, information about each mutual fund described in the document must be provided on a fund-by-fund or catalogue basis and set out for each mutual fund separately the information required under Part B of this Form. Each Part B section must start on a new page.*
- (16) *Section 5.3 of National Instrument 81-101 Mutual Fund Prospectus Disclosure permits the Part B sections of a multiple SP to be bound separately from the Part A section of the document. If one Part B section is bound separately from the Part A section of the document, all Part B sections must be separate from the Part A section of the document.*
- (17) *Subsection 5.3(2) of National Instrument 81-101 Mutual Fund Prospectus Disclosure permits Part B sections that have been bound separately from the related Part A section to be bound either individually or together, at the option of the mutual fund organization. There is no prohibition against the same Part B section of a multiple SP being bound by itself for distribution to some investors, and also being bound with the Part B section of other mutual funds for distribution to other investors.*
- (18) *Section 3.2 of National Instrument 81-101 Mutual Fund Prospectus Disclosure provides that the requirement under securities legislation to deliver a preliminary prospectus for a mutual fund will be satisfied by the delivery of a preliminary simplified prospectus, either with or without the documents incorporated by reference. Mutual fund organizations that bind separately the Part B sections of a multiple SP from the Part A section are reminded that, since a simplified prospectus consists of a Part A section and a Part B section, delivery of both sections is necessary in order to satisfy the delivery obligations in connection with the sale of securities of a particular mutual fund.*
- (19) *Part A of this Form generally refers to disclosure required for “a mutual fund” in a “simplified prospectus”. Modify the disclosure as appropriate to reflect multiple mutual funds covered by a multiple SP.*
- (20) *A mutual fund that has more than one class or series of securities that are referable to the same portfolio may treat each class or series as a separate mutual fund for the purposes of this Form, or may combine disclosure of one or more of the classes or series in one simplified prospectus. If disclosure pertaining to more than one class or series is combined in one simplified prospectus, separate disclosure in response to each Item in this Form must be provided for each class or series unless the responses would be identical for each class or series.*

- (21) *As provided in National Instrument 81-102 Investment Funds, a section, part, class or series of a class of securities of a mutual fund that is referable to a separate portfolio of assets is considered to be a separate mutual fund. Those principles are applicable to National Instrument 81-101 Mutual Fund Prospectus Disclosure and this Form.*

Part A — General Disclosure

Item 1 — Front Cover Disclosure

1.1 — For a single SP, or multiple SP, in which the Part A section and the Part B sections are bound together

- (1) Indicate on the front cover whether the document is a preliminary simplified prospectus, a *pro forma* simplified prospectus or a simplified prospectus for each of the mutual funds to which the document pertains.
- (2) Indicate on the front cover the names of the mutual funds and, at the option of the mutual funds, the name of the mutual fund family to which the document pertains. If the mutual fund has more than one class or series of securities, indicate the name of each of those classes or series covered in the simplified prospectus.
- (3) If the mutual fund to which the simplified prospectus pertains is an alternative mutual fund, indicate that fact on the front cover.
- (4) State on the front cover of a document that contains a preliminary simplified prospectus the following:

“A copy of this document has been filed with [the securities regulatory authority(ies) in each of/certain of the provinces/provinces and territories of Canada] but has not yet become final for the purpose of a distribution. Information contained in this document may not be complete and may have to be amended. The [units/shares] described in this document may not be sold to you until receipts for this document are obtained by the mutual fund from the [securities regulatory authority(ies)].”
- (5) If a commercial copy of the document that contains a preliminary simplified prospectus is prepared, print the legend referred to in subsection (4) in red ink.
- (6) If the document contains a preliminary simplified prospectus or a simplified prospectus, indicate the date of the document, which is the date of the certificates. This date must be within three business days of the date the document is filed with the securities regulatory authority. Write the date in full, using the name of the month. A document that is a *pro forma* simplified prospectus need not be dated, but may reflect the anticipated date of the simplified prospectus.
- (7) State, in substantially the following words:

“No securities regulatory authority has expressed an opinion about these [units/shares] and it is an offence to claim otherwise.”

INSTRUCTION:

Complete the bracketed information in subsection (4)

- (a) *by inserting the name of each jurisdiction of Canada in which the mutual fund intends to offer securities under the prospectus,*
- (b) *by stating that the filing has been made in each of the provinces of Canada or each of the provinces and territories of Canada, or*
- (c) *by identifying the filing jurisdictions of Canada by exception (i.e. every province of Canada or every province and territory of Canada, except [excluded jurisdictions]).*

1.2 — For a multiple SP in which the Part A section is bound separately from the Part B sections

- (1) Comply with Item 1.1.
- (2) State prominently, in substantially the following words:

“A complete simplified prospectus for the mutual funds listed on this page consists of this document and an additional disclosure document that provides specific information about the mutual funds in which you are investing. This document provides general information applicable to all of the [name of mutual fund family] funds. You must be provided with the additional disclosure document.”

Item 2 — Table of Contents*2.1 — For a single SP, or multiple SP, in which the Part A section and the Part B sections are bound together*

- (1) Include a table of contents.
- (2) Include in the table of contents, under the heading “Fund Specific Information”, a list of all of the mutual funds to which the document pertains, with the numbers of the pages where information about each mutual fund can be found.
- (3) Begin the table of contents on a new page, which may be the inside front cover of the document.

2.2 — For a multiple SP in which the Part A section is bound separately from the Part B sections

- (1) Include a table of contents for the Part A section of the simplified prospectus.
- (2) Begin the table of contents on a new page, which may be the inside front cover of the document.
- (3) Include, immediately following the table of contents and on the same page, a list of the mutual funds to which the simplified prospectus pertains and details on how the Part B disclosure for each mutual fund will be provided.

Item 3 — Introductory Disclosure

Provide, either on a new page or immediately after the table of contents, the following statements in substantially the following words:

“This document contains selected important information to help you make an informed investment decision and to help you understand your rights as an investor.

This document is divided into two parts. The first part, [from pages through], contains general information applicable to all of the [name of fund family] Funds. The second part, [from pages through] [which is separately bound], contains specific information about each of the Funds described in this document.

Additional information about each Fund is available in the following documents:

- the most recently filed Fund Facts document;
- the most recently filed annual financial statements;
- any interim financial report filed after those annual financial statements;
- the most recently filed annual management report of fund performance;
- any interim management report of fund performance filed after that annual management report of fund performance.

These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document. You can get a copy of these documents, at your request, and at no cost, by calling [toll-free/collect] [insert the toll-free telephone number or telephone number where collect calls are accepted, as required by section 3.4 of the Instrument], or from your dealer.

These documents are available on the mutual fund’s designated website at [insert mutual funds’ designated website address], or by contacting the [mutual funds/mutual fund family] at [insert e-mail address].

These documents and other information about the Funds are available at www.sedar.com.”

Item 4 — Responsibility for Mutual Fund Administration*4.1 — Manager*

- (1) State the name, address, telephone number, e-mail address and, if applicable, the internet address of the mutual fund’s manager.
- (2) Briefly describe the services provided by the manager.

- (3) List the names, municipality of residence, and the respective current positions and offices held with the manager, of all partners, directors and executive officers of the manager of the mutual fund as at the date of the simplified prospectus.
- (4) Identify the name and municipality of residence of the ultimate designated person and chief compliance officer of the manager of the mutual fund.
- (5) Describe the circumstances under which each agreement with the manager of the mutual fund may be terminated and include a brief description of the material terms of the agreement.
- (6) At the option of the mutual fund, provide, under a separate sub-heading, details of the manager of the mutual fund, including the history and background of the manager and any overall investment strategy or approach used by the manager in connection with the mutual funds for which it acts as manager.
- (7) If a mutual fund holds, in accordance with section 2.5 of National Instrument 81-102 *Investment Funds*, securities of another mutual fund that is managed by the same manager or an affiliate or associate of the manager, disclose
 - (a) that the securities of the other mutual fund held by the mutual fund will not be voted, and
 - (b) if applicable, that the manager may arrange for the securities of the other mutual fund to be voted by the beneficial holders of the securities of the mutual fund.

4.2 — *Portfolio Adviser*

- (1) If the manager of the mutual fund provides portfolio management services in connection with the mutual fund, state that fact.
- (2) If the manager does not provide portfolio management services, state the name and the municipality of the principal or head office for each portfolio adviser of the mutual fund.
- (3) Briefly describe the services provided by each portfolio adviser.
- (4) Briefly describe the relationship of each portfolio adviser to the manager, unless the manager provides all portfolio management services in connection with the mutual fund.
- (5) Identify the individuals employed by the manager or each portfolio adviser who make investment decisions, explain their role in the investment decision-making process, provide their names and titles, and explain whether their decisions are subject to the oversight, approval or ratification of a committee.
- (6) Describe the circumstances under which any agreement with a portfolio adviser of the mutual fund may be terminated and include a brief description of the material terms of this agreement.

4.3 — *Brokerage Arrangements*

- (1) If any brokerage transactions involving client brokerage commissions of the mutual fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, state
 - (a) the process for, and factors considered in, selecting a dealer to effect securities transactions for the mutual fund, including, for greater certainty, whether receiving goods or services in addition to order execution is a factor, and whether and how the process may differ for a dealer that is an affiliated entity,
 - (b) the nature of the arrangements under which order execution goods and services or research goods and services might be provided,
 - (c) each type of good or service, other than order execution, that might be provided, and
 - (d) the method by which a portfolio adviser makes a good faith determination that the mutual fund, on whose behalf the portfolio adviser directs any brokerage transactions involving client brokerage commissions to a dealer in return for the provision of any order execution goods and services or research goods and services, by the dealer or a third party, receives reasonable benefit considering both the use of the goods or services and the amount of client brokerage commissions paid.

- (2) Since the date of the last simplified prospectus, if any brokerage transactions involving the client brokerage commissions of the mutual fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, state
 - (a) each type of good or service, other than order execution, that has been provided to the manager or a portfolio adviser of the mutual fund, and
 - (b) the name of any affiliated entity that provided any good or service referred to in paragraph (a), separately identifying each affiliated entity and each type of good or service provided by each affiliated entity.
- (3) If any brokerage transactions involving the client brokerage commissions of the mutual fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, state that the name of any other dealer or third party that provided a good or service referred to in paragraph (2)(a), that was not disclosed under paragraph (2)(b), will be provided upon request by contacting the mutual fund or mutual fund family at [insert telephone number] or at [insert mutual fund or mutual fund family e-mail address].

INSTRUCTION:

Terms defined in National Instrument 23-102 — Use of Client Brokerage Commissions have the same meaning in this Item.

4.4 — Principal Distributor

- (1) If applicable, state the name and address of the principal distributor of the mutual fund.
- (2) Briefly describe the services provided by the principal distributor of the mutual fund.
- (3) Briefly describe the relationship of the principal distributor to the manager.
- (4) Describe the circumstances under which any agreement with the principal distributor of the mutual fund may be terminated and include a brief description of the material terms of this agreement.

4.5 — Directors, Executive Officers and Trustees

- (1) For a mutual fund that is a corporation,
 - (a) list the names and municipality of residence of all directors and executive officers,
 - (b) state all positions and offices with the mutual fund currently held by each person required to be listed under paragraph (a),
 - (c) briefly describe the services provided by each person required to be listed under paragraph (a), and
 - (d) briefly describe the relationship of each person required to be listed under paragraph (a) to the manager.
- (2) For a mutual fund that is a trust,
 - (a) state the name and municipality of residence of each person or company that is a trustee of the mutual fund,
 - (b) state all positions and offices with the mutual fund currently held by each person required to be listed under paragraph (a),
 - (c) briefly describe the services provided by each person required to be listed under paragraph (a), and
 - (d) briefly describe the relationship of each person required to be listed under paragraph (a) to the manager.
- (3) For a mutual fund that is a limited partnership, provide the information required by this Item for the general partner of the mutual fund, modified as appropriate.

4.6 — Custodian

- (1) State the name, municipality of the principal or head office, and nature of business of the custodian and any principal sub-custodian of the mutual fund.
- (2) Briefly describe the services provided by the custodian and any principal sub-custodian of the mutual fund.
- (3) Briefly describe the relationship of the custodian and any principal sub-custodian to the manager.
- (4) Describe generally the sub-custodian arrangements of the mutual fund.

INSTRUCTION:

A “principal sub-custodian” is a sub-custodian to whom custodial authority has been delegated in respect of a material portion or segment of the portfolio assets of the mutual fund.

4.7 — Auditor

State the name and municipality of the auditor of the mutual fund.

4.8 — Registrar

- (1) If there is a registrar of securities of the mutual fund, state the name of the registrar and each municipality in which the register of securities of the mutual fund is kept.
- (2) Briefly describe the services provided by the registrar.
- (3) Briefly describe the relationship of the registrar to the manager.

4.9 — Securities Lending Agent

- (1) State the name of each securities lending agent of the mutual fund and the municipality of each securities lending agent’s principal or head office.
- (2) State whether any securities lending agent of the mutual fund is an affiliate or associate of the manager of the mutual fund.
- (3) Briefly describe the material terms of each agreement with each securities lending agent. Include the amount of collateral required to be delivered in connection with a securities lending transaction as a percentage of the market value of the loaned securities, and briefly describe any indemnities provided in, and the termination provisions of, each agreement.

4.10 — Cash Lender

- (1) In the case of an alternative mutual fund, state the name of each person or company that has entered into an agreement to lend money to the alternative mutual fund or provides a line of credit or similar lending arrangement to the alternative mutual fund.
- (2) State whether any person or company required to be named under subsection (1) is an affiliate or associate of the manager of the alternative mutual fund.

4.11 — Other Service Providers

- (1) State the name, municipality of the principal or head office, and the nature of the business of each person or company not previously named under Items 4.1 to 4.10 that provides a service that is material to the mutual fund, including, for greater certainty, services relating to portfolio valuation, fund accounting, and the purchase and sale of portfolio assets by the mutual fund.
- (2) For each person or company identified under subsection (1), briefly describe the following:
 - (a) the services provided by that person or company;
 - (b) the relationship of that person or company to the manager;
 - (c) the material terms and conditions of the contractual arrangements by which the person or company has been retained.

4.12 — *Independent Review Committee and Fund Governance*

- (1) Provide detailed information concerning the governance of the mutual fund, including, for greater certainty,
 - (a) all of the following:
 - (i) a description of the mandate and responsibilities of the independent review committee;
 - (ii) the composition of the independent review committee and the reasons for any change in the composition of the independent review committee since the date of the most recently filed simplified prospectus;
 - (iii) the following statement:

“The independent review committee prepares, at least annually, a report of its activities for securityholders and makes such reports available on the mutual fund’s designated website at [insert mutual fund’s designated website address], or at the securityholder’s request and at no cost, by contacting the [mutual fund/mutual fund family] at [insert mutual fund’s/mutual fund family’s e-mail address].”
 - (b) a description of any other body or group that has responsibility for fund governance and the extent to which its members are independent of the manager of the mutual fund, and
 - (c) a description of the policies, practices or guidelines of the mutual fund, or of the manager, relating to the business practices, sales practices, risk management controls and internal conflicts of interest, and if the mutual fund or the manager has no such policies, practices or guidelines, a statement to that effect.
- (2) Despite subsection (1), if the information required by subsection (1) is not the same for substantially all of the mutual funds described in the document, provide only that information that is the same for substantially all of the mutual funds and provide the remaining disclosure required by that subsection under Item 3 of Part B of this Form.

INSTRUCTION:

If the mutual fund has an independent review committee, state in the disclosure provided under paragraph (1)(c) that National Instrument 81-107 Independent Review Committee for Investment Funds requires the manager to have policies and procedures relating to conflicts of interest.

4.13 — *Affiliated Entities*

- (1) State whether any person or company that provides services to the mutual fund or the manager in relation to the mutual fund is an affiliated entity of the manager, and include a diagram, with a descriptive title, showing the relationships of those affiliated entities with each other.
- (2) State that the amount of fees received from the mutual fund by each person or company described under subsection (1) is disclosed in the audited financial statements of the mutual fund.

INSTRUCTIONS:

- (1) *A person or company is an affiliated entity of another person or company if one is a subsidiary entity of the other, if both are subsidiary entities of the same person or company or if each of them is a controlled entity of the same person or company.*
- (2) *A person or company is a controlled entity of another person or company if any of the following apply:*
 - (a) *in the case of a person or company,*
 - (i) *voting securities of the first-mentioned person or company carrying more than 50% of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company, and*
 - (ii) *the votes carried by the securities are entitled, if exercised, to elect a majority of the directors of the first-mentioned person or company;*

- (b) *in the case of a partnership that does not have directors, other than a limited partnership, the second-mentioned person or company holds more than 50% of the interests in the partnership;*
- (c) *in the case of a limited partnership, the general partner is the second-mentioned person or company.*
- (3) *A person or company is a subsidiary entity of another person or company if any of the following apply:*
 - (a) *the person or company is a controlled entity of any of the following:*
 - (i) *the other person or company;*
 - (ii) *the other person or company and one or more persons or companies, each of which is a controlled entity of that other person or company;*
 - (iii) *two or more persons or companies, each of which is a controlled entity of the other person or company;*
 - (b) *the person or company is a subsidiary entity of another person or company that is that other person or company's subsidiary entity.*
- (4) *For the purposes of subsection (1) "provides services" includes, for greater certainty, the provision of brokerage services in connection with execution of portfolio transactions for the mutual fund.*

4.14 — Dealer Manager Disclosure

If the mutual fund is dealer managed, disclose that fact and that the mutual fund is subject to the restrictions set out in section 4.1 of National Instrument 81-102 *Investment Funds*, and summarize section 4.1 of National Instrument 81-102 *Investment Funds*.

4.15 — Policies and Practices

- (1) If the mutual fund intends to use derivatives or sell securities short, describe the policies and practices of the mutual fund to manage the risks associated with engaging in those types of transactions.
- (2) In the disclosure provided under subsection (1), include disclosure pertaining to all of the following:
 - (a) whether there are written policies and procedures in place that set out the objectives and goals for derivatives trading and short selling and any risk management procedures applicable to those transactions;
 - (b) who is responsible for setting and reviewing the policies and procedures referred to in paragraph (a), how often the policies and procedures are reviewed, and the extent and nature of the involvement of the board of directors or trustee in the risk management process;
 - (c) whether there are trading limits or other controls on derivative trading or short selling in place and who is responsible for authorizing the trading and placing limits or other controls on the trading;
 - (d) whether there are individuals or groups that monitor the risks independent of those who trade;
 - (e) whether any risk measurement procedures or simulations are used to test the portfolio under stress conditions.
- (3) If the mutual fund intends to enter into securities lending, repurchase or reverse repurchase transactions, describe the policies and practices of the mutual fund to manage the risks associated with those transactions.
- (4) In the disclosure provided under subsection (3), include disclosure of all of the following:
 - (a) the involvement of any agent in administering the transactions on behalf of the mutual fund pursuant to any agreement between the parties;
 - (b) whether there are written policies and procedures in place that set out the objectives and goals for securities lending, repurchase transactions or reverse repurchase transactions, and any risk management procedures applicable to the mutual fund's entering into of those transactions;
 - (c) who is responsible for setting and reviewing the agreement referred to in paragraph (a) and the policies and procedures referred to in paragraph (b), how often the policies and procedures are reviewed, and

- the extent and nature of the involvement of the board of directors or trustee in the risk management process;
- (d) whether there are limits or other controls in place on the entering into of those transactions by the mutual fund and who is responsible for placing those limits or other controls on those transactions;
 - (e) whether there are individuals or groups that monitor the risks independent of those who enter into those transactions on behalf of the mutual fund;
 - (f) whether any risk measurement procedures or simulations are used to test the portfolio under stress conditions.
- (5) Unless the mutual fund invests only in non-voting securities, describe the policies and procedures that the mutual fund follows when voting proxies relating to portfolio securities, including, for greater certainty,
- (a) the procedures that are followed when a vote presents a conflict between the interests of securityholders and those of the manager of the mutual fund, a portfolio adviser of the mutual fund, an affiliate or associate of the mutual fund, an affiliate or associate of the manager of the mutual fund, or an affiliate or associate of a portfolio adviser of the mutual fund, and
 - (b) the policies and procedures of a portfolio adviser of the mutual fund, or any other third party, that the mutual fund follows, or that are followed on the mutual fund's behalf, to determine how to vote proxies relating to portfolio securities.
- (6) State that a copy of the policies and procedures that the mutual fund follows when voting proxies relating to portfolio securities is available on request, at no cost, by calling [toll-free/collect call telephone number] or by writing to [address].
- (7) State that the mutual fund's proxy voting record, for the most recent period ended June 30 of each year, is available free of charge to any securityholder of the mutual fund upon request at any time after August 31 of that year. If the proxy voting record is available on the mutual fund's designated website, provide the website address.

INSTRUCTIONS:

- (1) *The disclosure provided under this Item must make appropriate distinctions between the risks associated with the intended use by the mutual fund of derivatives for hedging purposes and the mutual fund's intended use of derivatives for non-hedging purposes.*
- (2) *The mutual fund's proxy voting policies and procedures must satisfy the requirements of section 10.2 of National Instrument 81-106 Investment Fund Continuous Disclosure.*

4.16 — Remuneration of Directors, Officers and Trustees

- (1) If the management functions of the mutual fund are carried out by employees of the mutual fund, disclose, in respect of those employees, the information concerning executive compensation that is required to be disclosed for executive officers of an issuer under securities legislation. The disclosure in this Form must be made in accordance with the disclosure requirements of Form 51-102F6 *Statement of Executive Compensation*.
- (2) Describe any arrangements under which compensation was paid or payable by the mutual fund during the most recently completed financial year of the mutual fund, for the services of directors of the mutual fund, members of an independent board of governors or advisory board of the mutual fund and members of the independent review committee of the mutual fund, including the amounts paid, the name of the individual and any expenses reimbursed by the mutual fund to the individual
 - (a) in that capacity, including any additional amounts payable for committee participation or special assignments, and
 - (b) as a consultant or expert.
- (3) For a mutual fund that is a trust, describe the arrangements, including the amounts paid and expenses reimbursed, under which compensation was paid or payable by the mutual fund during the most recently completed financial year of the mutual fund for the services of the trustee or trustees of the mutual fund.

4.17 — Material Contracts

- (1) List and provide particulars pertaining to all of the following:
 - (a) the articles of incorporation, continuation or amalgamation, the declaration of trust or trust agreement of the mutual fund, the limited partnership agreement or any other constating or establishing documents of the mutual fund;
 - (b) any agreement of the mutual fund or trustee with the manager of the mutual fund;
 - (c) any agreement of the mutual fund, the manager or trustee with each portfolio adviser of the mutual fund;
 - (d) any agreement of the mutual fund, the manager or trustee with the custodian of the mutual fund;
 - (e) any agreement of the mutual fund, the manager or trustee with the principal distributor of the mutual fund;
 - (f) any other material agreement.
- (2) State a reasonable time at which and place where the agreements listed under subsection (1) may be inspected by prospective or existing securityholders.
- (3) Include, in describing particulars of the agreements, the date of, parties to, consideration paid by the mutual fund under, termination provisions of, and general nature of, the agreements.

INSTRUCTION:

This Item does not require disclosure of agreements entered into in the ordinary course of business of the mutual fund.

4.18 — Legal Proceedings

- (1) Briefly describe any ongoing material legal proceedings, which for greater certainty includes administrative proceedings, to which the mutual fund, its manager or its principal distributor is a party.
- (2) For all matters disclosed under subsection (1), disclose all of the following:
 - (a) the name of the court, agency or administrative body having jurisdiction;
 - (b) the date on which the proceeding was commenced;
 - (c) the principal parties to the proceeding;
 - (d) the nature of the proceeding and, if applicable, the amount claimed;
 - (e) whether the proceedings are being contested and the present status of the proceedings.
- (3) To the extent known, provide the disclosure referred to in paragraphs (2)(a), (c), (d) and (e) in respect of any material proceedings known to be contemplated.
- (4) Describe any penalties or other sanctions imposed and the grounds on which they were imposed, or the terms of any settlement agreement and the circumstances that gave rise to the settlement agreement, if the manager of the mutual fund, a director or officer of the mutual fund or a partner, director or officer of the manager of the mutual fund, in the 10 years before the date of the simplified prospectus has
 - (a) been subject to any penalties or sanctions imposed by a court or securities regulator relating to trading in securities, promotion or management of a publicly-traded mutual fund, theft or fraud, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in determining whether to purchase securities of the mutual fund;
 - (b) entered into a settlement agreement with a court, securities regulatory or other regulatory body, in relation to any of the matters referred to in paragraph (a).
- (5) If the manager of the mutual fund, or a director or officer of the mutual fund or the partner, director or officer of the manager of the mutual fund has, within the 10 years before the date of the simplified prospectus, been

subject to any penalties or sanctions imposed by a court or securities regulator relating to trading in securities, promotion or management of a publicly traded mutual fund, or theft or fraud, or has entered into a settlement agreement with a regulatory authority in relation to any of these matters, describe the penalties or sanctions imposed and the grounds on which they were imposed, or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement.

4.19 — Designated Website

State, in substantially the following words:

“A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website(s) of the mutual fund(s) this document pertains to can be found at the following location(s): [insert the mutual fund’s designated website address or addresses, as applicable].”

Item 5 — Valuation of Portfolio Securities

- (1) Describe the methods used to value the different types or classes of portfolio assets of the mutual fund and its liabilities for the purpose of calculating net asset value.
- (2) If the valuation methods established by the manager differ from Canadian GAAP, describe the differences.
- (3) If the manager has discretion to deviate from the mutual fund’s valuation methods described under subsection (1), disclose when and to what extent the discretion may be exercised and, if it has been exercised in the past three years, provide an example of how it has been exercised or, if it has not been exercised in the past three years, state that fact.

Item 6 — Calculation of Net Asset Value

- (1) Describe the method followed or to be followed by the mutual fund in determining the net asset value.
- (2) State the frequency at which the net asset value is determined and the date and time of day at which it is determined.
- (3) Describe the manner in which the net asset value and net asset value per security of the mutual fund will be made available to the public and state that the information will be available at no cost to the public.
- (4) In the case of a money market mutual fund, if the fund intends to maintain a constant net asset value per security, disclose that intention and disclose how the mutual fund intends to maintain a constant net asset value.

Item 7 — Purchases, Switches and Redemptions

- (1) Briefly describe how an investor can purchase and redeem the securities of the mutual fund or switch them for securities of other mutual funds, state how often the mutual fund is valued, and state that the issue and redemption price of those securities is based on the mutual fund’s net asset value of a security of that class, or series of a class, next determined after the receipt by the mutual fund of the purchase order or redemption order.
- (2) State that, under extraordinary circumstances, the rights of investors to redeem securities may be suspended by the mutual fund and describe the circumstances under which the suspension of redemption rights could occur.
- (3) For a new mutual fund that is being sold on a best-efforts basis, state whether the issue price will be fixed during the initial distribution period, and state when the mutual fund will begin issuing and redeeming securities based on the net asset value per security of the mutual fund.
- (4) Describe all available purchase options and state, if applicable, that the choice of different purchase options requires the investor to pay different fees and expenses and, if applicable, that the choice of different purchase options affects the amount of compensation paid by a member of the organization of the mutual fund to a dealer. Include cross-references to the disclosure provided under Items 9 and 10 of Part A of this Form.
- (5) Describe the adverse effects, if any, that short-term trades in securities of the mutual fund by an investor may have on other investors in the mutual fund.
- (6) Describe the restrictions, if any, that may be imposed by the mutual fund to deter short-term trades, including the circumstances, if any, under which such restrictions may not apply.

- (7) If the mutual fund does not impose restrictions on short-term trades, state the specific basis for the view of the manager that it is appropriate for the mutual fund not to do so.
- (8) Describe the policies and procedures of the mutual fund relating to the monitoring, detection and deterrence of short-term trades of mutual fund securities. If the mutual fund has no such policies and procedures, state that fact.
- (9) Describe any arrangements, whether formal or informal, with any person or company, that permit short-term trades in securities of the mutual fund, including, for greater certainty,
 - (a) the name of the person or company, and
 - (b) the terms of such arrangements, including, for greater certainty,
 - (i) any restrictions imposed on the short-term trades, and
 - (ii) any compensation or other consideration received by the manager, the mutual fund or any other party pursuant to the arrangements.
- (10) Describe how the securities of the mutual fund are distributed. If sales are effected through a principal distributor, provide a brief description of any arrangements with the principal distributor.
- (11) Disclose that a dealer may make provision in arrangements that it has with an investor that will require the investor to compensate the dealer for any losses suffered by the dealer in connection with a failed settlement of a purchase of securities of the mutual fund caused by the investor.
- (12) Disclose that a dealer may make provision in arrangements that it has with an investor that will require the investor to compensate the dealer for any losses suffered by the dealer in connection with any failure of the investor to satisfy the requirements of the mutual fund or securities legislation for a redemption of securities of the mutual fund.

INSTRUCTIONS:

- (1) *The disclosure required under subsection (4) must describe currency purchase plans, if applicable.*
- (2) *In the disclosure required by subsections (5) to (7), include a brief description of the short-term trading activities in the mutual fund that are considered by the manager to be inappropriate or excessive. If the manager imposes a short-term trading fee, include a cross-reference to the disclosure provided under Item 9 of Part A of this Form.*

Item 8 — Optional Services Provided by the Mutual Fund Organization

If applicable, under the heading “Optional Services”, describe the optional services that may be obtained by typical investors from the mutual fund organization.

INSTRUCTION:

Disclosure made under this Item must include, for example, any asset allocation services, registered tax plans, regular investment and withdrawal plans, periodic purchase plans, contractual plans, periodic withdrawal plans or switch privileges.

Item 9 — Fees and Expenses**9.1 — General Disclosure**

- (1) Set out information about the fees and expenses payable by the mutual fund and by investors in the mutual fund under the heading “Fees and Expenses”.
- (2) If the mutual fund holds securities of other mutual funds, disclose all of the following:
 - (a) any fees and expenses payable by the other mutual fund in addition to the fees and expenses payable by the mutual fund;
 - (b) that no management fees or incentive fees are payable by the mutual fund that, to a reasonable person, would duplicate a fee payable by the other mutual fund for the same service;

- (c) that no sales fees or redemption fees are payable by the mutual fund in relation to its purchases or redemptions of the securities of the other mutual fund if the other mutual fund is managed by the manager or an affiliate or associate of the manager of the mutual fund;
 - (d) that no sales fees or redemption fees are payable by the mutual fund in relation to its purchases or redemptions of securities of the other mutual fund that, to a reasonable person, would duplicate a fee payable by an investor in the mutual fund.
- (3) The information required by this Item is a summary of the fees, charges and expenses of the mutual fund and investors presented in the form of the following table, appropriately completed, and introduced using substantially the following words:
- “This table lists the fees and expenses that you may have to pay if you invest in the [insert the name of the mutual fund]. You may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will reduce the value of your investment in the Fund.”
- (4) Include the fees for any optional services provided by the mutual fund organization, as described under Item 8 of Part A of this Form, in the table.
 - (5) Under “Operating Expenses” in the table, include a description of the fees and expenses payable in connection with the independent review committee. If the information is not the same for each mutual fund described in the document, provide the disclosure in the description of fees and expenses required for each fund under Item 3 of Part B of this Form and include a cross-reference to that information in the table required under this Item.
 - (6) If management fees are payable directly by investors, add a line item in the table to disclose the maximum percentage that could be paid by investors.
 - (7) If the manager permits negotiation of a management fee rebate, provide disclosure of these arrangements. If these arrangements are not available for each mutual fund described in the document, make this disclosure in the description of fees and expenses required for each fund by Item 3 of Part B of this Form and include a cross-reference to that information in the table required by this Item.

<i>Fees and Expenses Payable by the Fund</i>	
Management Fees	<i>[See Instruction (1)] [disclosure re management fee rebate program]</i>
Operating Expenses	<i>[See Instructions (2) and (3)] Fund[s] pay[s] all operating expenses, including</i>
<i>Fees and Expenses Payable Directly by You</i>	
Sales Charges	<i>[specify percentage, as a percentage of</i>
Switch Fees	<i>[specify percentage, as a percentage of, or specify amount]</i>
Redemption Fees	<i>[specify percentage, as a percentage of, or specify amount]</i>
Short-term Trading Fees	<i>[specify percentage, as a percentage of</i>
Registered Tax Plan Fees <i>[include this disclosure and specify the type of fees if the registered tax plan is sponsored by the mutual fund and is described in the simplified prospectus]</i>	<i>[specify amount]</i>
Other Fees and Expenses <i>[specify type]</i>	<i>[specify amount]</i>

INSTRUCTIONS:

- (1) *If the table pertains to more than one mutual fund and not all of the mutual funds pay the same management fees, under “Management Fees” in the table, do either of the following:*
 - (a) *state that the management fees are unique to each mutual fund, include management fee disclosure for each mutual fund as a separate line item in the table required by Item 3 of Part B of this Form for that mutual fund, and include a cross-reference to that table;*
 - (b) *list the amount of the management fee, including any performance or incentive fee, for each mutual fund separately.*
- (2) *If the table pertains to more than one mutual fund and not all of the mutual funds have the same obligations to pay operating expenses, under “Operating Expenses” in the table, do either of the following:*
 - (a) *state that the operating expenses payable by the mutual funds are unique to each mutual fund, include a description of the operating expenses payable by each mutual fund as a separate line item in the table required by Item 3 of Part B of this Form for that mutual fund, and include a cross-reference to that table;*
 - (b) *provide the disclosure concerning the operating expenses for each mutual fund contemplated by this Item separately.*
- (3) *Under “Operating Expenses”, state whether the mutual fund pays all of its operating expenses and list the main components of those expenses. If the mutual fund pays only certain operating expenses and is not responsible for payment of all such expenses, adjust the statement in the table to reflect the proper contractual responsibility of the mutual fund.*
- (4) *Show all fees and expenses payable by the mutual fund, even if it is expected that the manager of the mutual fund or other member of the organization of the mutual fund will waive or absorb some or all of those fees and expenses.*
- (5) *If the management fees of a mutual fund are payable directly by a securityholder and vary so that specific disclosure of the amount of the management fees cannot be disclosed in the simplified prospectus of the mutual fund, or cannot be derived from disclosure in the simplified prospectus, provide as much disclosure as possible about the management fees to be paid by securityholders, including the highest possible rate or range of those management fees.*

9.2 Management Fee Rebate or Distribution Programs

- (1) *Disclose details of any arrangements that are in effect or will be in effect during the currency of the simplified prospectus if those arrangements will result, directly or indirectly, in a securityholder in the mutual fund paying, as a percentage of the securityholder’s investment in the mutual fund, a management fee that differs from that payable by another securityholder.*
- (2) *In the disclosure required by subsection (1), describe all of the following:*
 - (a) *who pays the management fee;*
 - (b) *when the management fee is to be paid, whether a reduced fee is paid or whether the full fee is paid with a repayment of a portion of the management fee to be paid at a later date;*
 - (c) *the person or company that funds the reduction or repayment of management fees, when the reduction or repayment is made and whether it is made in cash or in securities of the mutual fund;*
 - (d) *whether the differing management fees are negotiable or calculated in accordance with a fixed schedule;*
 - (e) *if the management fees are negotiable, the factors or criteria relevant to the negotiations and state who negotiates the fees with the investor;*
 - (f) *whether the differing management fees payable are based on the number or value of the securities of the mutual fund purchased during a specified period or the number or value of the securities of the mutual fund held at a particular time;*
 - (g) *any other factors or criteria that could affect the amount of the management fees payable.*

- (3) Disclose the income tax consequences to the mutual fund and its securityholders of a management fee structure that results in a securityholder paying a management fee that differs from that payable by another securityholder.

Item 10 — Dealer Compensation

Provide the disclosure of sales practices and equity interests required under sections 8.1 and 8.2 of National Instrument 81-105 *Mutual Fund Sales Practices*.

INSTRUCTIONS:

- (1) *Briefly state the compensation paid and the sales practices followed by the members of the organization of the mutual fund in a concise and explicit manner, without explaining the requirements and parameters for permitted compensation contained in National Instrument 81-105 Mutual Fund Sales Practices.*
- (2) *If the manager or another member of the mutual fund's organization pays trailing commissions, so state and provide an explanation of the basis of calculation of these commissions and the range of the rates of such commissions. If the mutual fund organization from time to time pays the permitted marketing expenses of participating dealers on a co-operative basis, so state. If the mutual fund organization from time to time holds educational conferences that sales representatives of participating dealers may attend or from time to time pays certain of the expenses incurred by participating dealers in holding educational conferences for sales representatives, so state.*
- (3) *If the members of the organization of the mutual fund follow any other sales practices permitted by National Instrument 81-105 Mutual Fund Sales Practices, briefly describe these sales practices.*
- (4) *Include a brief summary of the equity interests between the members of the organization of the mutual fund and participating dealers and representatives as required by section 8.2 of National Instrument 81-105 Mutual Fund Sales Practices. This disclosure may be provided by means of a diagram or table.*

Item 11 — Income Tax Considerations

11.1 — Income Tax Considerations for the Mutual Fund

Describe, in general terms, the basis upon which the income and capital receipts of the mutual fund are taxed.

11.2 — Income Tax Considerations for Investors

- (1) Describe, in general terms, the income tax consequences, to the securityholders of the securities offered, of all of the following:
 - (a) any distribution to the securityholders in the form of dividends or otherwise, including amounts reinvested in securities of the mutual fund;
 - (b) the redemption of securities;
 - (c) the issuance of securities;
 - (d) any transfers between mutual funds;
 - (e) gains or losses that occur on the disposition of securities of the mutual fund by the investor.
- (2) The description provided in response to subsection (1) must explain the different tax treatment applicable to mutual fund securities held in a registered tax plan as compared to mutual fund securities held in non-registered accounts.
- (3) Describe the impact of the mutual fund's distribution policy on a taxable investor who acquires securities of the mutual fund late in a calendar year.
- (4) If material, describe the potential impact of the mutual fund's anticipated portfolio turnover rate on a taxable investor.
- (5) Describe how the adjusted cost base of a security of a mutual fund can be calculated by those investors holding securities outside a registered tax plan.

INSTRUCTIONS:

- (1) *If management fees are paid directly by investors, describe generally the income tax consequences to taxable investors of this arrangement.*
- (2) *Subsection (2) is particularly relevant for investors who hold their mutual fund investments through RRSPs, if they have invested in a mutual fund that requires management fees to be paid directly by the investors. Detailed disclosure of the tax consequences of this arrangement on those investors must be made by those mutual funds.*

Item 12 — Statement of Rights

Under the heading “What Are Your Legal Rights?”, state in substantially the following words:

“Under securities law in some provinces and territories, you have the right to

- withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or
- cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.”

For more information, see the securities law of your province or territory or ask a lawyer.”

Item 13 — Additional Information

- (1) Disclose any other material facts relating to the securities proposed to be offered that are not disclosed elsewhere in this Form.
- (2) Provide any disclosure required or permitted to be disclosed in a prospectus under securities legislation or by a decision of the regulator or securities regulatory authority pertaining to the mutual fund that is not otherwise required to be disclosed under this Form.

INSTRUCTIONS:

- (1) *An example of a provision of securities legislation relevant to this Item is the requirement contained in the conflict of interest provisions of the securities legislation of a number of jurisdictions to the effect that a mutual fund must not make an investment in respect of which a related person will receive any fee or compensation except for fees paid pursuant to a contract disclosed in, among other things, a prospectus. Another example is the requirement of some jurisdictions that certain statements be included in a simplified prospectus of a mutual fund with a non-Canadian manager.*
- (2) *For a single SP, provide the disclosure under this Item or under Item 11 of Part B of this Form, whichever is more appropriate.*
- (3) *For a multiple SP, the disclosure must be provided under this Item if the disclosure pertains to all of the mutual funds described in the document. If the disclosure does not pertain to all of those funds, provide the disclosure in the fund-specific disclosure required or permitted under Item 11 of Part B of this Form.*

Item 14 — Exemptions and Approvals

Describe all exemptions from, or approvals in relation to, this Instrument, National Instrument 81-102 *Investment Funds*, National Instrument 81-105 *Mutual Fund Sales Practices* or National Policy Statement No. 39 obtained by the mutual fund or the manager that continue to be relied upon by the mutual fund or the manager.

Item 15 — Certificate of the Mutual Fund

- (1) Include a certificate of the mutual fund that states,
 - (a) for a simplified prospectus,

“This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered

- by the simplified prospectus, as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”,
- (b) for an amendment to a simplified prospectus that does not restate the simplified prospectus,

“This amendment no. [specify amendment number and date], together with the [amended and restated] simplified prospectus dated [specify], [amending and restating the simplified prospectus dated [specify],] [as amended by [specify prior amendments and dates]] and the documents incorporated by reference into the [amended and restated] simplified prospectus, [as amended,] constitute full, true and plain disclosure of all material facts relating to the securities offered by the [amended and restated] simplified prospectus, [as amended,] as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”, and
 - (c) for an amendment that amends and restates a simplified prospectus,

“This amended and restated simplified prospectus dated [specify] [, amending and restating the simplified prospectus dated [specify]] [, as amended by [specify prior amendments and dates]] and the documents incorporated by reference into the [amended and restated] simplified prospectus, [as amended,] constitute full, true and plain disclosure of all material facts relating to the securities offered by the [amended and restated] simplified prospectus, [as amended,] as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”.
- (2) The certificate required to be signed by the mutual fund must, if the mutual fund is a trust, be signed by either of the following:
 - (a) if any trustee of the mutual fund is an individual, by each individual who is a trustee or by a duly authorized attorney of the individual;
 - (b) if any trustee of the mutual fund is a corporation, by the duly authorized signing officer or officers of the corporation.
 - (3) Despite subsection (2), if the declaration of trust or trust agreement establishing the mutual fund delegates the authority to do so, or otherwise authorizes a person to do so, the certificate form required to be signed by the trustee or trustees of the mutual fund may be signed by the person to whom the authority is delegated or who is authorized.
 - (4) Despite subsections (2) and (3), if the trustee of the mutual fund is also its manager, the certificate must indicate that it is being signed by the person or company both in its capacity of trustee and in its capacity as manager of the mutual fund and must be signed in the manner prescribed by Item 16.

Item 16 — Certificate of the Manager of the Mutual Fund

- (1) Include a certificate of the manager of the mutual fund in the same form as the certificate signed by the mutual fund.
- (2) The certificate must, if the manager is a company, be signed by the chief executive officer and the chief financial officer of the manager, and on behalf of the board of directors of the manager by any two directors of the manager, other than the chief executive officer or chief financial officer, duly authorized to sign.
- (3) Despite subsection (2), if the manager has only three directors, two of whom are the chief executive officer and chief financial officer, the certificate required by subsection (2) to be signed on behalf of the board of directors of the manager must be signed by the remaining director of the manager.

Item 17 — Certificate of Each Promoter of the Mutual Fund

- (1) Include a certificate of each promoter of the mutual fund in the same form as the certificate signed by the mutual fund.
- (2) The certificate to be signed by the promoter must be signed by any officer or director of the promoter duly authorized to sign.

Item 18 — Certificate of the Principal Distributor of the Mutual Fund

- (1) Include a certificate of the principal distributor of the mutual fund that states:

“To the best of our knowledge, information and belief, this simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”
- (2) The certificate to be signed by the principal distributor must be signed by any officer or director of the principal distributor duly authorized to sign.

INSTRUCTION:

For a mutual fund that has a principal distributor, the certificate required by this Item is necessary to satisfy the requirements of securities legislation that an underwriter sign a certificate to a prospectus.

Part B — Fund-Specific Information**Item 1 — General**

- (1) For a multiple SP in which the Part B sections are bound separately from the Part A section, include at the bottom of each page of a Part B section a footer in substantially the following words and in a type size consistent with the rest of the document:

“This document provides specific information about [name of Fund]. It should be read in conjunction with the rest of the simplified prospectus of the [name of mutual fund family] dated [insert date]. This document and the document that provides general information about [name of mutual fund family] together constitute the simplified prospectus.”
- (2) If a Part B section is an amended and restated document, add to the footer required by subsection (1) a statement that the document has been amended and restated on [insert date].
- (3) For a single SP, or a multiple SP, in which the Part A section and the Part B sections are bound together, include all of the following:
 - (a) at the top of the first page of the first Part B section in the document, the heading “Specific Information about Each of the Mutual Funds Described in this Document” for a multiple SP, or “Specific Information about the [name of Fund]” for a single SP;
 - (b) at the top of each page of a Part B section of the document, a heading consisting of the name of the mutual fund described on that page.
- (4) For a multiple SP in which the Part A section is bound separately from the Part B sections, include at the top of each page of a Part B section of the document a heading consisting of the name of the mutual fund described on that page.

Item 2 — Part B Introduction

- (1) Disclose under the heading “What Is a Mutual Fund and What Are the Risks of Investing in a Mutual Fund?” all of the following:
 - (a) a brief general description of the nature of a mutual fund;
 - (b) the risk factors and other investment considerations that an investor should take into account that are associated with investing in mutual funds generally.
- (2) At a minimum, in response to the requirements of subsection (1), include disclosure in substantially the following words:

“Mutual funds own different types of investments, depending upon the fund’s investment objectives. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions and market and company news. As a result, the value of a mutual fund’s [units/shares] may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

[If applicable], The full amount of your investment in any [name of mutual fund family] mutual fund is not guaranteed.

Unlike bank accounts or GICs, mutual fund [units/shares] are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.”

- (3) For a multiple SP, at the option of the mutual fund, include any information that is applicable to more than one of the mutual funds, including for greater certainty, all of the following:
- (a) explanatory information;
 - (b) risk factors;
 - (c) investment considerations;
 - (d) investment restrictions;
 - (e) descriptions of the securities offered under the simplified prospectus;
 - (f) details regarding the name, formation and history of the mutual fund.
- (4) Any information included in an introductory section under subsection (3) may be omitted elsewhere in the Part B section of the document.

INSTRUCTIONS:

- (1) *In providing disclosure under subsection (1), follow the instructions under Item 9 of Part B of this Form, as appropriate.*
- (2) *Subsection (3) may be used to avoid the need for repetition of standard information in each Part B section of a multiple SP.*
- (3) *Examples of explanatory information that may be disclosed under subsection (3) at the option of the mutual fund are*
- (a) *definitions or explanations of terms used in each Part B section, such as “portfolio turnover rate” and “management expense ratio”, and*
 - (b) *a discussion or explanation of the tables or charts that are required in each Part B section of the document.*
- (4) *Examples of the risks that may be disclosed under subsection (3) at the option of the mutual fund are stock market risk, interest rate risk, foreign security risk, foreign currency risk, specialization risk and risk associated with the use of derivatives. If risk disclosure is provided under that subsection, the fund-specific disclosure about each mutual fund described in the document must contain a reference to the appropriate parts of this risk disclosure.*

Item 3 — Fund Details

Disclose, in a table, all of the following:

- (a) the type of mutual fund that the mutual fund is best characterized as;
- (b) whether the mutual fund is eligible as an investment for registered retirement savings plans, registered retirement income funds or deferred profit-sharing plans;
- (c) if this information is not contained in the table required by Item 9.1 of Part A of this Form, all of the following:
 - (i) the amount of the management fee, including any performance or incentive fee, charged to the mutual fund;
 - (ii) details concerning the operating expenses paid by the mutual fund contemplated by Instruction (3) of Item 9.1 of Part A of this Form;

- (iii) the amount of the fees and expenses payable in connection with the independent review committee, charged to the mutual fund;
- (d) any information required by Item 4 of Part A of this Form to be contained in Part B.

INSTRUCTIONS:

- (1) *If the mutual fund pays a fee that is determined by the performance of the mutual fund, the disclosure required by paragraph 7.1(1)(c) of National Instrument 81-102 Investment Funds to be described in a simplified prospectus of the mutual fund must be included in a footnote to the description of the incentive fee in the table.*
- (2) *Examples of types of mutual funds that could be listed in response to paragraph (a) are money market, equity, bond or balanced funds related, if appropriate, to a geographical region, or any other description that accurately identifies the type of mutual fund.*
- (3) *In providing the disclosure contemplated by paragraph (c), provide any disclosure required by, and follow, the Instructions to Item 9.1 of Part A of this Form.*

Item 4 — Fundamental Investment Objectives

- (1) Set out under the heading “What Does the Fund Invest in?” and under the sub-heading “Investment Objectives” the fundamental investment objectives of the mutual fund, including information that describes the fundamental nature of the mutual fund, or the fundamental features of the mutual fund, that distinguish it from other mutual funds.
- (2) Describe the nature of any securityholder or other approval that may be required in order to change the fundamental investment objectives of the mutual fund and any of the material investment strategies to be used to achieve those investment objectives.
- (3) Describe any restrictions on investments adopted by the mutual fund, beyond what is required under securities legislation, that pertain to the fundamental nature of the mutual fund.
- (4) If the mutual fund purports to arrange a guarantee or insurance in order to protect all or some of the principal amount of an investment in the mutual fund, include this fact as a fundamental investment objective of the mutual fund and do all of the following:
 - (a) identify the person or company providing the guarantee or insurance;
 - (b) provide the material terms of the guarantee or insurance, including the maturity date of the guarantee or insurance;
 - (c) if applicable, state that the guarantee or insurance does not apply to the amount of any redemptions before the maturity date of the guarantee or before the death of the securityholder and that redemptions before that date would be based on the net asset value of the mutual fund at the time;
 - (d) modify any other disclosure required by this section appropriately.
- (5) For an index mutual fund,
 - (a) disclose the name or names of the permitted index or permitted indices on which the investments of the index mutual fund are based, and
 - (b) briefly describe the nature of that permitted index or those permitted indices.

INSTRUCTIONS:

- (1) *State the type or types of securities, such as money market instruments, bonds, equity securities or securities of another mutual fund, in which the mutual fund will primarily invest under normal market conditions.*
- (2) *A mutual fund’s fundamental investment objectives must indicate if the mutual fund primarily invests, or intends to primarily invest, or if its name implies that it will primarily invest, in any of the following:*
 - (a) *a particular type of issuer, such as foreign issuers, small capitalization issuers or issuers located in emerging market countries;*

- (b) *a particular geographic location or industry segment;*
 - (c) *portfolio assets other than securities.*
- (3) *If a particular investment strategy is a material aspect of the mutual fund, as evidenced by the name of the mutual fund or the manner in which the mutual fund is marketed, disclose this strategy as an investment objective. This instruction would be applicable, for example, to a mutual fund that described itself as an “asset allocation fund” or a “mutual fund that invests primarily through the use of derivatives”.*
- (4) *If the mutual fund is an alternative mutual fund, describe the features of the mutual fund that cause it to fall within the definition of “alternative mutual fund” in National Instrument 81-102 Investment Funds. If those features include the use of leverage, disclose the sources of leverage (e.g., cash borrowing, short selling, use of derivatives) that the fund is permitted to use as well as the maximum aggregate exposure to those sources of leverage the alternative mutual fund is permitted to have, as a percentage calculated in accordance with section 2.9.1 of National Instrument 81-102 Investment Funds.*

Item 5 — Investment Strategies

- (1) Describe under the heading “What Does the Fund Invest in?” and under the sub-heading “Investment Strategies” all of the following:
- (a) the principal investment strategies that the mutual fund intends to use in achieving its investment objectives;
 - (b) the process by which each portfolio adviser of the mutual fund selects securities for the fund’s portfolio, including any investment approach, philosophy, practice or technique used by the portfolio adviser or any particular style of portfolio management that the portfolio adviser intends to follow;
 - (c) if the mutual fund may hold securities of other mutual funds,
 - (i) whether the mutual fund intends to purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of, other mutual funds,
 - (ii) whether or not the other mutual funds may be managed by the manager or an affiliate or associate of the manager of the mutual fund,
 - (iii) what percentage of the net asset value of the mutual fund is dedicated to the investment in the securities of, or the entering into of specified derivative transactions for which the underlying interest is based on the securities of, other mutual funds, and
 - (iv) the process or criteria used to select the other mutual funds.
- (2) Indicate what types of securities, other than those held by the mutual fund in accordance with its fundamental investment objectives, may form part of the mutual fund’s portfolio assets under normal market conditions.
- (3) If the mutual fund intends to use derivatives
- (a) for hedging purposes only, state that the mutual fund may use derivatives for hedging purposes only, and
 - (b) for non-hedging purposes, or for hedging and non-hedging purposes, briefly describe
 - (i) how derivatives are or will be used in conjunction with other securities to achieve the mutual fund’s investment objectives,
 - (ii) the types of derivatives expected to be used and give a brief description of the nature of each type, and
 - (iii) the limits of the mutual fund’s use of derivatives.
- (4) State whether any, and if so what proportion, of the assets of the mutual fund may or will be invested in foreign securities.
- (5) If the mutual fund may depart temporarily from its fundamental investment objectives as a result of adverse market, economic, political or other conditions, disclose any temporary defensive tactics that may be used in response to such conditions.

- (6) If the mutual fund intends to enter into securities lending, repurchase or reverse repurchase transactions under section 2.12, 2.13 or 2.14 of National Instrument 81-102 *Investment Funds*, include all of the following:
- (a) a statement that the mutual fund may enter into securities lending, repurchase or reverse repurchase transactions;
 - (b) a brief description of
 - (i) how those transactions are or will be entered into in conjunction with other strategies and investments of the mutual fund to achieve the mutual fund's investment objectives,
 - (ii) the types of those transactions to be entered into and a brief description of the nature of each type, and
 - (iii) the limits of the mutual fund's entering into of those transactions.
- (7) For an index mutual fund,
- (a) for the 12-month period immediately preceding the date of the simplified prospectus,
 - (i) indicate whether one or more securities represented more than 10% of the permitted index or permitted indices,
 - (ii) identify that security or those securities, and
 - (iii) disclose the maximum percentage of the permitted index or permitted indices that the security or securities represented in the 12-month period, and
 - (b) disclose the maximum percentage of the permitted index or permitted indices that the security or securities referred to in paragraph (a) represented at the most recent date for which that information is available.
- (8) If the mutual fund intends to sell securities short under section 2.6.1 of National Instrument 81-102 *Investment Funds*,
- (a) state that the mutual fund may sell securities short, and
 - (b) briefly describe
 - (i) the short selling process, and
 - (ii) how short sales of securities are or will be entered into in conjunction with other strategies and investments of the mutual fund to achieve the mutual fund's investment objectives.
- (9) In the case of an alternative mutual fund that borrows cash in accordance with subsection 2.6(2) of National Instrument 81-102 *Investment Funds*,
- (a) state that the alternative mutual fund is permitted to borrow cash and the maximum amount the fund is permitted to borrow, and
 - (b) briefly describe how borrowing will be used in conjunction with other strategies of the alternative mutual fund to achieve its investment objectives.

INSTRUCTION:

A mutual fund may, in responding to this Item, provide a discussion of the general investment approach or philosophy followed by the portfolio advisers of the mutual fund.

Item 6 — Investment Restrictions

- (1) Include a statement to the effect that the mutual fund is subject to certain restrictions and requirements contained in securities legislation, including National Instrument 81-102 *Investment Funds*, that are designed in part to ensure that the investments of the mutual fund are diversified and relatively liquid and to ensure the proper administration of the mutual fund, and state that the mutual fund is managed in accordance with these restrictions and requirements.

- (2) If the mutual fund has received the approval of a securities regulatory authority to vary any of the investment restrictions and requirements contained in securities legislation, including National Instrument 81-102 *Investment Funds*, provide details of the permitted variations.
- (3) Describe any restrictions on investments adopted by the mutual fund, beyond what is required under securities legislation, that do not pertain to the fundamental nature of the mutual fund.
- (4) If the mutual fund has relied on the approval of the independent review committee and the relevant requirements of National Instrument 81-107 *Independent Review Committee for Investment Funds* to vary any of the investment restrictions and requirements contained in securities legislation, including National Instrument 81-102 *Investment Funds*, provide details of the permitted variations.
- (5) If the mutual fund has relied on the approval of the independent review committee to implement a reorganization with, or transfer of assets to, another mutual fund or to proceed with a change of auditor of the mutual fund as permitted by National Instrument 81-102 *Investment Funds*, provide details.
- (6) State any restrictions on the investment objectives and investment strategies that arise out of any of the following:
 - (a) whether the securities of the mutual fund are or will be a qualified investment within the meaning of the ITA for plans registered under the ITA;
 - (b) whether the securities of the mutual fund are or will be recognized as a registered investment within the meaning of the ITA.
- (7) State whether the mutual fund has deviated, in the last year, from the provisions of the ITA that are applicable to the fund in order for the fund's securities to be either of the following:
 - (a) qualified investments within the meaning of the ITA for plans registered under the ITA;
 - (b) registered investments within the meaning of the ITA.
- (8) State the consequences of any deviation referred to in subsection (7).

Item 7 — Description of Securities Offered by the Mutual Fund

- (1) Describe the designation of securities, or the classes or series of securities, offered by the mutual fund under the related simplified prospectus and describe all material attributes and characteristics of the securities, including, for greater certainty, all of the following:
 - (a) dividend or distribution rights;
 - (b) voting rights;
 - (c) liquidation or other rights upon the termination of the mutual fund;
 - (d) conversion rights;
 - (e) redemption rights;
 - (f) any procedures necessary to amend any of the rights referred to in paragraphs (a) to (e).
- (2) Describe the rights of securityholders to approve any of the following:
 - (a) the matters set out in section 5.1 of National Instrument 81-102 *Investment Funds*;
 - (b) any matters provided for in the constating documents of the mutual fund.

INSTRUCTIONS:

- (1) *If the rights attached to the securities being offered are materially limited or qualified by those attached to any other class or series of securities of the mutual fund or if another class or series of securities of the mutual fund ranks ahead of or equally with the securities being offered, include, as part of the disclosure provided, information regarding those other securities that will enable investors to understand the rights attaching to the securities being offered.*

- (2) *In responding to the disclosure required by paragraph (1)(a), state whether distributions are made by the mutual fund in cash or reinvested in securities of the mutual fund and indicate when distributions are made.*

Item 8 — Name, Formation and History of the Mutual Fund

- (1) State the full name of the mutual fund and the address of its head or registered office.
- (2) State the laws under which the mutual fund was formed and the date and manner of its formation.
- (3) Identify the constating documents of the mutual fund and, if material, state whether the constating documents have been amended in the last 10 years and describe the amendments.
- (4) If the mutual fund's name has been changed in the last 10 years, state the mutual fund's former name or names and the date or dates of the name change or changes.
- (5) Disclose, and provide details about, any major events affecting the mutual fund in the last 10 years. Include information, if applicable, about the following:
- (a) the mutual fund having participated in, or been formed from, an amalgamation or merger with one or more other mutual funds;
 - (b) the mutual fund having participated in any reorganization or transfer of assets in which the securityholders of another issuer became securityholders of the mutual fund;
 - (c) any changes in fundamental investment objectives or material investment strategies;
 - (d) any portfolio adviser changes;
 - (e) any changes in, or of control of, the manager;
 - (f) the mutual fund, before it filed a prospectus as a mutual fund, having existed as a closed-end investment fund, non-public mutual fund or other entity.

INSTRUCTION:

In disclosing the date on which the mutual fund started, use the date on which the securities of the mutual fund first became available to the public, which will be on, or about, the date of the issuance of the first receipt for a prospectus of the mutual fund. For a mutual fund that formerly offered its securities privately, disclose this fact.

Item 9 — Risks

- (1) Set out specific information concerning any material risks associated with an investment in the mutual fund, under the heading "What Are the Risks of Investing in the Fund?".
- (2) If securities of a mutual fund representing more than 10% of the net asset value of the mutual fund are held by a single securityholder, including another mutual fund, the mutual fund must disclose all of the following:
- (a) the percentage of the net asset value of the mutual fund that those securities represent as at a date within 30 days of the date of the simplified prospectus of the mutual fund;
 - (b) the risks associated with a possible redemption requested by the securityholder.
- (3) If the mutual fund may hold securities of a foreign mutual fund in accordance with paragraph 2.5(3)(b) of National Instrument 81-102 *Investment Funds*, disclose the risks associated with that investment.
- (4) For a money market fund, include disclosure to the effect that although the mutual fund intends to maintain a constant price for its securities, there is no guarantee that the price will not go up and down.
- (5) Include specific cross-references to the risks described under Item 2 of Part B of this Form that are applicable to the mutual fund.
- (6) If the mutual fund offers more than one class or series of securities, disclose the risk that the investment performance, expenses or liabilities of one class or series may affect the value of the securities of another class or series, if applicable.

- (7) For an index mutual fund, disclose that the mutual fund may, in basing its investment decisions on one or more permitted indices, have more of its net asset value invested in one or more issuers than is usually permitted for mutual funds, and disclose the risks associated with that fact, including the possible effect of that fact on the liquidity and diversification of the mutual fund, its ability to satisfy redemption requests and on the volatility of the mutual fund.
- (8) If, at any time during the 12-month period immediately preceding the date that is 30 days before the date of the simplified prospectus, more than 10% of the net asset value of a mutual fund was invested in the securities of an issuer, other than a government security or a security issued by a clearing corporation, disclose all of the following:
 - (a) the name of the issuer and the securities;
 - (b) the maximum percentage of the net asset value of the mutual fund that securities of that issuer represented during the 12-month period;
 - (c) the risks associated with these matters, including the possible or actual effect of that fact on the liquidity and diversification of the mutual fund, its ability to satisfy redemption requests and on the volatility of the mutual fund.
- (9) As applicable, describe the risks associated with the mutual fund entering into
 - (a) derivative transactions for non-hedging purposes,
 - (b) securities lending, repurchase or reverse repurchase transactions,
 - (c) short sales of securities, and
 - (d) borrowing arrangements.
- (10) In the case of an alternative mutual fund, include disclosure explaining that the alternative mutual fund is permitted to invest in asset classes and use investment strategies that are not permitted for other types of mutual funds and explain how these investment strategies could affect investors' risk of losing money on their investment in the fund.

INSTRUCTIONS:

- (1) *Consider the mutual fund's portfolio investments as a whole.*
- (2) *Provide the disclosure in the context of the mutual fund's fundamental investment objectives and investment strategies, outlining the risks associated with any particular aspect of those fundamental investment objectives and investment strategies.*
- (3) *Include a discussion of general market, political, market sector, liquidity, interest rate, foreign currency, diversification, credit, legal and operational risks, as appropriate.*
- (4) *Include a brief discussion of general investment risks, such as specific company developments, stock market conditions and general economic and financial conditions in those countries where the investments of the mutual fund are listed for trading, applicable to the particular mutual fund.*
- (5) *In responding to subsection (8), it is necessary to disclose only that, at a time during the 12-month period referred to, more than 10% of the net assets of the mutual fund were invested in the securities of an issuer. Other than the maximum percentage required to be disclosed under paragraph (8)(b), the mutual fund is not required to provide particulars or a summary of any such occurrences.*

Item 10 — Investment Risk Classification Methodology

For a mutual fund,

- (a) state in substantially the following words:

"The investment risk level of this mutual fund is required to be determined in accordance with a standardized risk classification methodology that is based on the mutual fund's historical volatility as measured by the 10-year standard deviation of the returns of the mutual fund."

- (b) if the mutual fund has less than 10 years of performance history and complies with Item 4 of Appendix F to National Instrument 81-102 *Investment Funds*, provide a brief description of the other mutual fund or reference index, as applicable,
- (c) if the other mutual fund or reference index referred to in paragraph (b) has been changed since the most recently filed prospectus, provide details of when and why the change was made, and
- (d) disclose that the standardized risk classification methodology used to identify the investment risk level of the mutual fund is available on request, at no cost, by calling [toll free/collect call telephone number] or by writing to [address].

INSTRUCTION:

Include a brief description of the formulas, methods or criteria used by the manager of the mutual fund in identifying the investment risk level of the mutual fund.

Item 11 — Additional Information

Any disclosure under Item 13 of Part A that does not pertain to all the mutual funds described in the document must be included here.

Item 12 — Back Cover

- (1) State the name of the mutual fund or funds included in the document or the mutual fund family, as well as the name, address and telephone number of the manager of the mutual fund or funds.
- (2) State, in substantially the following words:

“Additional information about the fund[s] is available in the fund[’s/s’] Fund Facts document, management reports of fund performance and financial statements. These documents are incorporated by reference into this simplified prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling [toll-free/collect] [insert the toll-free telephone number or telephone number where collect calls are accepted, as required under section 3.4 of the Instrument], or from your dealer or by e-mail at [insert e-mail address].

These documents and other information about the fund[s], such as information circulars and material contracts, are also available [on the [insert name of mutual fund] designated website at [insert mutual fund’s designated website address] or] at www.sedar.com.”

16. The instruction at the end of Item 1 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:

The date for a fund facts document that is filed with a preliminary simplified prospectus or simplified prospectus must be the date of the certificate in the simplified prospectus. The date for a fund facts document that is filed with a pro forma simplified prospectus must be the date of the anticipated simplified prospectus. The date for an amended fund facts document must be the date of the certificate contained in the related amended simplified prospectus..

17. Item 2 of Part II of Form 81-101F3 Contents of Fund Facts Document is amended by deleting “annual information form,”.

Transition

- 18. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as amended by this Instrument, if the investment fund complies with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022.

Effective Date

- 19. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 1-B
CHANGES TO
COMPANION POLICY 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. ***Companion Policy 81-101 Mutual Fund Prospectus Disclosure is changed by this Document.***
2. ***Section 2.1 is changed***
 - (a) ***by replacing “three disclosure documents” with “two disclosure documents” in item 2 of subsection (3),***
 - (b) ***in item 2 of subsection (3), by adding “and” after “a simplified prospectus;” and deleting “• an annual information form; and”, and***
 - (c) ***by deleting “, annual information form” in item 3 of subsection (3).***
3. ***Section 2.2 is changed by adding the following after subsection (2):***
 - (3) A person granted an exemption from a requirement in Form 81-101F1 or Form 81-101F2 prior to January 6, 2022, is exempt, after January 5, 2022, from any substantially similar requirement in Form 81-101F1.
 - (4) A person granted an exemption from a requirement in securities legislation prior to January 6, 2022 on the condition that certain disclosure be provided in an annual information form prepared in accordance with Form 81-101F2, may, after January 5, 2022, provide such disclosure in a simplified prospectus prepared in accordance with Form 81-101F1..
4. ***Section 2.3 is repealed.***
5. ***Section 2.4 is changed by deleting “and the annual information form”.***
6. ***Section 2.7 is changed by***
 - (a) ***replacing subsection (1) with the following:***

(1) Subsection 2.3(5.1) of the Instrument requires an amendment to a simplified prospectus to be filed whenever an amendment to a fund facts document is filed. If the substance of the amendment to the fund facts document would not require a change to the text of the simplified prospectus, the amendment to the simplified prospectus would consist only of the certificate page referring to the mutual fund to which the amendment to the fund facts document pertains.,
 - (b) ***deleting “and annual information form” in subsection (3), and***
 - (c) ***deleting “preliminary annual information form and” in subsection (8).***
7. ***Section 3.1 is changed by deleting “, annual information form”.***
8. ***Section 3.2 is changed by***
 - (a) ***replacing the first paragraph of subsection (1) with the following:***

Subsection 4.1(1) requires that a simplified prospectus and fund facts document be presented in a format that assists in readability and comprehension. The Instrument and related forms also set out certain aspects of a simplified prospectus and fund facts document that must be presented in a required format, requiring some information to be presented in the form of tables, charts or diagrams. Within these requirements, mutual funds have flexibility in the format used for simplified prospectuses and fund facts documents., ***and***
 - (b) ***deleting “or annual information form” in subsection (3), wherever it occurs.***
9. ***Subsection 4.2(2) is replaced with the following:***
 - (2) A new mutual fund may be added to a multiple SP that contains final simplified prospectuses. In this case, an amended multiple SP containing disclosure of the new mutual fund, as well as a new fund facts document for each class or series of the new mutual fund would be filed. The preliminary filing would constitute the filing of a preliminary simplified prospectus and fund facts document for the new mutual fund, and a draft amended and restated simplified prospectus for each existing mutual fund. The final filing of documents would include a simplified prospectus and fund facts document for the new mutual fund, and an amended and restated simplified prospectus for each previously existing mutual fund. An amendment to an existing fund facts document would generally not be necessary..

10. **Subsection 4.1.3(1) is changed by deleting “and annual information form”.**
11. **Part 6 is repealed.**
12. **The heading to section 7.1 is replaced with “Delivery of the Simplified Prospectus”.**
13. **Section 7.6 is changed by deleting “, annual information form”.**
14. **Section 7.9 is replaced with the following:**

The Instrument and related forms contain no restrictions on the delivery of non-educational material such as promotional brochures with the simplified prospectus. This type of material may, therefore, be delivered with, but cannot be included within, or attached to, the simplified prospectus. The Instrument does not permit the binding of educational and non-educational material with the fund facts document. The intention of the Instrument is not to unreasonably encumber the fund facts document with additional documents..

15. **Section 8.2 is changed by replacing the first two sentences with the following:**

Item 4.2 of Part A of Form 81-101F1 requires disclosure concerning the individuals employed by the manager or portfolio adviser that make investment decisions..
16. **Section 9.1 is changed by deleting “, annual information form” *whenever it occurs*.**
17. **Section 10.1 is changed by deleting “, an annual information form”.**
18. These changes become effective on January 6, 2022.

**SCHEDULE 1-C
AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 *INVESTMENT FUNDS***

1. ***National Instrument 81-102 Investment Funds is amended by this Instrument.***
2. ***Section 1.1 is amended in paragraph (b) of the definition of “sales communication” by repealing item 2.***
3. ***Section 1.1 is amended in paragraph (b) of the definition of “sales communication” by adding the following item:***
 - 3.1 An ETF facts document or preliminary or *pro forma* ETF facts document..
4. ***Subsection 3.3(1) is amended by deleting “preliminary annual information form,” and “, annual information form”.***
5. ***Subparagraph 5.6(1)(f)(ii) is amended by adding “or ETF facts document” after “fund facts document”.***
6. ***Subclause 5.6(1)(f)(iii)(A)(II) is repealed.***
7. ***Section 10.3 is amended by deleting “or annual information form” in subsections (2) and (4).***
8. ***Paragraph 15.2(1)(b) is amended by deleting “, the preliminary annual information form” and “, the annual information form”.***

Transition

9. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-102 *Investment Funds*, as amended by this Instrument, if the investment fund complies with
 - (a) National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022, and
 - (b) National Instrument 81-102 *Investment Funds* as it was in force on January 5, 2022.

Effective Date

10. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 1-D
CHANGES TO
COMPANION POLICY 81-102 INVESTMENT FUNDS**

1. ***Companion Policy 81-102 Investment Funds is changed by this Document.***
2. ***Subsection 7.5(3) is changed by replacing “, simplified prospectus or annual information form” with “or simplified prospectus”.***
3. ***Section 13.1(3) is replaced with the following:***

(3) An advertisement that presents information in a manner that distorts information contained in the preliminary prospectus or prospectus, or preliminary prospectus, preliminary fund facts document or prospectus, and fund facts document, as applicable, of an investment fund or that includes a visual image that provides a misleading impression will be considered to be misleading..
4. These changes become effective on January 6, 2022.

**SCHEDULE 1-E
AMENDMENTS TO
NATIONAL INSTRUMENT 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. **National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.**
2. **The definition of “material contract” in section 1.1 is amended by replacing**
 - (a) “an annual information form” **with** “a simplified prospectus”, **and**
 - (b) “Item 16 of Form 81-101F2” **with** “item 4.17 of Part A of Form 81-101F1”.
3. **Subsection 9.4(2) is replaced with the following:**
 - (2) Subject to subsections (2.1), (2.2) and (2.3), an annual information form that is required to be filed must be completed
 - (a) in accordance with Form 41-101F2 if the investment fund last distributed securities under a prospectus prepared in accordance with that Form,
 - (b) in accordance with Form 81-101F1 if the mutual fund last distributed securities under a prospectus prepared in accordance with that Form, or
 - (c) in accordance with Form 81-101F2.
 - (2.1) For the purposes of completing Form 41-101F2 under paragraph (2)(a),
 - (a) a reference in Form 41-101F2 to “prospectus” must be read as a reference to “annual information form”,
 - (b) the items of Form 41-101F2 that are applicable to distributions of securities only and are inapplicable to any other case, do not apply,
 - (c) item 1.1, items 1.4 to 1.15, paragraph 3.3(1)(b), paragraph 3.3(1)(f), item 3.5, paragraph 3.6(3)(a) and items 7.1, 9.1, 11, 14.1, 15.2, 16, 17.1, 17.2, 24, 25, 26, 28, 29.2, 36, 38 and 39 of Form 41-101F2 do not apply,
 - (d) item 1.3 of Form 41-101F2 must be read as follows:
 - (1) State on the front cover that the document is an annual information form for each of the mutual funds to which the document pertains.
 - (2) State on the front cover the names of the mutual funds and, at the option of the mutual funds, the name of the mutual fund family to which the document pertains. If the mutual fund has more than one class or series of securities, state the name of each of those classes or series covered in the document.
 - (3) State the date of the document, which is the date of the certificates for the document. This date must be within three business days of the date it is filed with the securities regulatory authority. Write the date of the document in full, writing the name of the month.
 - (4) State, in substantially the following words:

“No securities regulatory authority has expressed an opinion about these [units/shares] and it is an offence to claim otherwise.”,
 - (e) a reference to the term “distribution” in item 3.2 of Form 41-101F2 must be read as a reference to “investment fund”,
 - (f) subsections 19.1(11) to (13) of Form 41-101F2 do not apply to an investment fund that is a corporation, except for the requirement to include disclosure in respect of the independent review committee,
 - (g) item 21 of Form 41-101F2 must be completed in respect of all of the securities of the investment fund, and
 - (h) item 35.1 of Form 41-101F2 must be completed despite no distribution taking place.

- (2.2) For the purposes of completing Form 81-101F1 under paragraph (2)(b),
- (a) a reference in Form 81-101F1 to “simplified prospectus” must be read as a reference to “annual information form”,
 - (b) the items of Form 81-101F1 that are applicable to distributions of securities only and are inapplicable to any other case, do not apply,
 - (c) general instruction (18), subsection 1.1(4), subsection 1.1(5), subsection 1.1(7), item 3, item 4.4, paragraph 4.17(1)(e), subsections 7(3) to (11) and items 12, 15, 16, 17, 18 of Part A of Form 81-101F1 do not apply,
 - (d) item 4.16 of Part A of Form 81-101F1 does not apply to an investment fund that is a corporation, except for the requirement to include disclosure in respect of the independent review committee,
 - (e) item 7 of Part B of Form 81-101F1 must be completed in respect of all of the securities of the investment fund, and
 - (f) subsection 12(2) of Part B of Form 81-101F1 must be read as follows:
 - (2) State, in substantially the following words:
 - “Additional information about the Fund[s] is available in the Fund[’s/s’] Fund Facts document, management reports of fund performance and financial statements.
 - You can get a copy of these documents, at your request, and at no cost, by calling [toll-free/collect] [insert the toll-free telephone number or telephone number where collect calls are accepted, as required by section 3.4 of the Instrument], or from your dealer or by e-mail at [insert e-mail address].
 - These documents and other information about the Fund[s], such as information circulars and material contracts, are also available [on the [insert name of mutual fund] designated website at [insert investment fund designated website address] or] at www.sedar.com.”
- (2.3) For the purposes of completing Form 81-101F2 under paragraph (2)(c),
- (a) a reference to “mutual fund” in Form 81-101F2 must be read as a reference to “investment fund”,
 - (b) general instructions (3), (10) and (14) of Form 81-101F2 do not apply,
 - (c) subsections (3), (4) and (6) of item 1.1 of Form 81-101F2 do not apply,
 - (d) subsections (3), (4) and (6) of item 1.2 of Form 81-101F2 do not apply,
 - (e) item 5 of Form 81-101F2 must be completed in respect of each [class/series] of securities of the investment fund,
 - (f) item 15 of Form 81-101F2 does not apply to an investment fund that is a corporation, except for the disclosure required to be made in respect of the independent review committee, and
 - (g) items 19, 20, 21 and 22 of Form 81-101F2 do not apply..

4. Subsection 10.2(3) is replaced with the following:

- (3) An investment fund must include a summary of the policies and procedures required under this section in its prospectus..

Transition

5. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-106 *Investment Fund Continuous Disclosure*, as amended by this Instrument, if the investment fund complies with
- (a) National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022, and

- (b) National Instrument 81-106 *Investment Fund Continuous Disclosure* as it was in force on January 5, 2022.

Effective Date

6. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 1-F
CHANGE TO
COMPANION POLICY 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. ***Companion Policy 81-106 Investment Fund Continuous Disclosure is changed by this Document.***
2. ***Section 10.1 is changed by deleting “, an annual information form” in subsection 10.1(1).***
3. This change becomes effective on January 6, 2022.

**SCHEDULE 1-G
CHANGE TO**

NATIONAL POLICY 11-202 *PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE JURISDICTIONS*

1. ***National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions is changed by this Document.***
2. ***Section 2.1 is changed by deleting “and annual information form” in the definition of “long form prospectus”.***
3. This change becomes effective on January 6, 2022.

**SCHEDULE 1-H
AMENDMENTS TO
NATIONAL INSTRUMENT 13-101 *SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)***

1. ***National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) is amended by this Instrument.***
2. ***Under the heading “Securities Offerings”, Appendix A is amended by deleting “, Annual Information Form” wherever it occurs.***

Transition

3. Before September 6, 2022, an investment fund is not required to comply with National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*, as amended by this Instrument, if the investment fund complies with
 - (a) National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022, and
 - (b) National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* as it was in force on January 5, 2022.

Effective Date

4. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 1-I
AMENDMENTS TO
MULTILATERAL INSTRUMENT 13-102 SYSTEM FEES FOR SEDAR AND NRD**

1. **Multilateral Instrument 13-102 System Fees for SEDAR and NRD is amended by this Instrument.**
2. **The row in Appendix B corresponding to Item 3 is replaced with the following:**

3	Investment fund issuers / securities offerings	Simplified prospectus and fund facts document (National Instrument 81-101 <i>Mutual Fund Prospectus Disclosure</i>)	\$585.00, which applies in total to a combined filing, if one simplified prospectus is used to qualify the investment fund securities of more than one investment fund for distribution	\$162.50, which applies in total to a combined filing, if one simplified prospectus is used to qualify the investment fund securities of more than one investment fund for distribution
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Transition

3. Before September 6, 2022, an investment fund is not required to comply with Multilateral Instrument 13-102 *System Fees for SEDAR and NRD*, as amended by this Instrument, if the investment fund complies with
 - (a) National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022, and
 - (b) Multilateral Instrument 13-102 *System Fees for SEDAR and NRD* as it was in force on January 5, 2022.

Effective Date

4. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 1-J
CHANGES TO
COMPANION POLICY 41-101 GENERAL PROSPECTUS REQUIREMENTS**

1. ***Companion Policy 41-101 General Prospectus Requirements is changed by this Document.***
2. ***The following is added after Part 5A:***

Part 5B: Exemptive Relief to File Prospectus Prepared in Accordance with Form 81-101F1

5B.1 Previous Form Exemptions A mutual fund granted an exemption to file a simplified prospectus prepared in accordance with Form 81-101F1 and an annual information form prepared in accordance with Form 81-101F2 in lieu of a prospectus prepared in accordance with Form 41-101F2, may comply with such an exemption after January 5, 2022 by filing a simplified prospectus in accordance with Form 81-101F1..

3. These changes become effective on January 6, 2022.

**SCHEDULE 1-K
AMENDMENTS TO
OSC RULE 13-502 FEES**

1. ***OSC Rule 13-502– Fees is amended by this Instrument.***
2. ***Row A4 of Appendix C is amended by deleting “and Annual Information Form” and deleting “and Form 81-101F2”.***

Transition

3. Before September 6, 2022, an investment fund is not required to comply with OSC Rule 13-502 *Fees*, as amended by this Instrument, if the investment fund complies with
 - (a) National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022, and
 - (b) OSC Rule 13-502 *Fees* as it was in force on January 5, 2022.

Effective Date

4. This Instrument comes into force on January 6, 2022.

WORKSTREAM 2
SCHEDULE 2-A
AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 GENERAL PROSPECTUS REQUIREMENTS

1. **National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.**
2. **Section 1.1 is amended by adding the following definition:**

“designated website” has the same meaning as in National Instrument 81-106 *Investment Fund Continuous Disclosure*.
3. **Subsection 3B.4(1) is amended by replacing** “If an ETF or the ETF’s family has a website, the ETF must post to at least one of those websites” **with** “The ETF must post on its designated website”.
4. **Subsection 3B.4(2) is amended by replacing** “posted to” **with** “posted on”.
5. **Subsection 3B.4(3) is repealed.**
6. **Form 41-101F2 Information Required in an Investment Fund Prospectus is amended**
 - (a) **by adding the following after Item 19.12:**

19.13 Designated Website

State, in substantially the following words:

“An investment fund is required to post certain regulatory disclosure documents on a designated website. The designated website(s) of the investment fund(s) this document pertains to can be found at the following location(s): [insert the investment fund’s designated website address or addresses, as applicable].”
 - (b) **by replacing in Item 20.3(a) “website” with “designated website”, and**
 - (c) **by replacing in Item 37.1** “[If applicable] These documents are available on the [investment fund’s/investment fund family’s] Internet site at [insert investment fund’s Internet site address]” **with** “These documents are available on the investment fund’s website at [insert the investment fund’s designated website address]”.
7. **Form 41-101F3 Information Required in a Scholarship Plan Prospectus is amended**
 - (a) **by replacing Item 12(2) of Part A with the following:**
 - (2) State the name, address, toll-free telephone number, email address of the investment fund manager of the plan and the scholarship plan’s designated website address. If applicable, also state the website address of the investment fund manager of the plan.,
 - (b) **by replacing in Item 4.1(1) of Part B** “[Insert if applicable – You’ll also find these documents on our website at [insert the scholarship plan’s website address]]” **with** “You’ll also find these documents on our website at [insert the scholarship plan’s designated website address]”,
 - (c) **by replacing in Item 15.1(2) of Part B** “[Insert if applicable – You’ll also find these documents on our website at [insert the scholarship plan’s website address]]” **with** “You’ll also find these documents on our website at [insert the scholarship plan’s designated website address]”,
 - (d) **by replacing in Item 6.1 of Part C “website” with “designated website”,**
 - (e) **by replacing in subsection (1) of the Instructions under Item 6.3 of Part C “website” with “designated website”,**
 - (f) **by replacing in Item 2.5(2) of Part D “Internet Site” wherever it occurs with “designated website”,**

- (g) **by adding the following after Item 2.17 of Part D:**

2.18 Designated Website

State, in substantially the following words:

“A scholarship plan is required to post certain regulatory disclosure documents on a designated website. The designated website(s) of the scholarship plan(s) this document pertains to can be found at the following location(s): [insert the scholarship plan’s designated website address or addresses, as applicable].”, **and**

- (h) **by replacing in Item 5.4(3) of Part D “scholarship plan’s website address” with “scholarship plan’s designated website address”.**

8. Form 41-101F4 Information Required in an ETF Facts Document is amended

- (a) **by replacing in paragraph (h) of Item 1 of Part I “[insert the website of the ETF, the ETF’s family or the manager of the ETF] [as applicable]” with “[insert the ETF’s designated website]”, and**

- (b) **by replacing Item 2(4) of Part I with the following:**

Where updated Quick Facts, Trading Information and Pricing Information are posted on the designated website of the ETF, state the following:

“For more updated Quick Facts, Trading Information and Pricing Information, visit [insert the ETF’S designated website].”.

Transition

9. Before September 6, 2022, an investment fund is not required to comply with National Instrument 41-101 *General Prospectus Requirements*, as amended by this Instrument, if the investment fund complies with *National Instrument 41-101 General Prospectus Requirements* as it was in force on January 5, 2022.

Effective Date

10. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 2-B
CHANGES TO
COMPANION POLICY 41-101 GENERAL PROSPECTUS REQUIREMENTS**

1. ***Companion Policy 41-101 General Prospectus Requirements is changed by this Document.***
2. ***Subsection 5A.4(1) is changed***
 - (a) ***by replacing*** “to the website of the ETF, the ETF’s family or the manager of the ETF, as applicable” ***with*** “on its designated website”, ***and***
 - (b) ***by replacing*** “website” ***wherever it occurs elsewhere with*** “designated website”.
3. ***Subsection 5A.4(2) is changed***
 - (a) ***by replacing*** “Many ETFs have fund profiles that are available on a website of the ETF, the ETF’s family or the manager of the ETF.” ***with*** “Many ETFs have fund profiles which they can choose to make available on their designated website, or another website.”, ***and***
 - (b) ***by replacing*** “to a website to highlight the availability of more up-to-date trading and pricing information for an ETF” ***with*** “on the ETF’s designated website or another website to highlight the availability of more up-to-date trading and pricing information for that ETF”.
4. These changes become effective on January 6, 2022.

**SCHEDULE 2-C
AMENDMENTS TO
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. ***National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.***
2. ***Section 1.1 is amended by adding the following definition:***

“designated website” has the meaning ascribed to that term in National Instrument 81-106 *Investment Fund Continuous Disclosure*;
3. ***Section 2.3.1 is amended***
 - (a) ***by replacing in subsection (1)*** “If a mutual fund or the mutual fund's family has a website, the mutual fund must post to at least one of those websites” ***with*** “A mutual fund must post on its designated website”,
 - (b) ***by replacing in subsection (2)*** “posted to the website” ***with*** “posted on the designated website”, ***and***
 - (c) ***by repealing subsection (3).***
4. ***Form 81-101F2 Contents of Annual Information Form is amended by adding the following after Item 10.10:***

10.11 Designated Website

State, in substantially the following words:

“A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website(s) of the mutual fund(s) this document pertains to, can be found at the following location(s): [insert the mutual fund’s designated website address or addresses as applicable].”.
5. ***Form 81-101F3 Contents of Fund Facts Document is amended by replacing in paragraph (e) of Item 1 of Part I*** “[insert the website of the mutual fund, the mutual fund’s family or the manager of the mutual fund] [as applicable]” ***with*** “[insert the mutual fund’s designated website]”.

Transition

6. Before September 6, 2022, a mutual fund is not required to comply with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as amended by this Instrument, if the mutual fund complies with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022.

Effective Date

7. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 2-D
CHANGES TO
COMPANION POLICY 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. ***Companion Policy 81-101 Mutual Fund Prospectus Disclosure is changed by this Document.***
2. ***Section 2.8 is changed***
 - (a) ***by replacing*** “to the website of the mutual fund, the mutual fund's family or the manager of the mutual fund, as applicable” ***with*** “on its designated website”, ***and***
 - (b) ***by replacing*** “website” ***wherever it occurs elsewhere with*** “designated website”.
3. ***Subsection 4.1.3(3) is changed***
 - (a) ***by replacing*** “to the website of the mutual fund, the mutual fund's family or the manager of the mutual fund” ***with*** “on its designated website”, ***and***
 - (b) ***by replacing*** “to a website” ***with*** “on a designated website”.
4. ***Subsection 7.4(2) is changed by replacing*** “on a website” ***with*** “on a mutual fund's designated website”.
5. These changes become effective on January 6, 2022.

**SCHEDULE 2-E
AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 *INVESTMENT FUNDS***

1. ***National Instrument 81-102 Investment Funds is amended by this Instrument.***

2. ***Section 1.1. is amended by adding the following definition:***

“designated website” has the meaning ascribed to that term in National Instrument 81-106 *Investment Fund Continuous Disclosure*;

3. ***Clause 5.6(1)(f)(iii)(B) is replaced with the following:***

(B) access those documents at the designated website address;.

Transition

4. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-102 *Investment Funds*, as amended by this Instrument, if the investment fund complies with

- (a) in the case of a mutual fund to which National Instrument 81-101 *Mutual Fund Prospectus Disclosure* applies, National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022,
- (b) in the case of an investment fund not referred to in paragraph (a), National Instrument 41-101 *General Prospectus Requirements* as it was in force on January 5, 2022, and
- (c) National Instrument 81-102 *Investment Funds* as it was in force on January 5, 2022.

Effective Date

- 5. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument come into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 2-F
AMENDMENTS TO
NATIONAL INSTRUMENT 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. **National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.**
2. **Section 1.1 is amended by adding the following definition:**
“designated website” means, in relation to an investment fund, a website designated by the fund under section 16.1.2;.
3. **Paragraph 5.2(5)(d) is amended by replacing** “investment fund’s website, if applicable,” **with** “investment fund’s designated website”.
4. **Paragraph 5.3(4)(b) is amended by replacing** “investment fund’s website, if applicable,” **with** “investment fund’s designated website”.
5. **Section 5.5 is amended by replacing** “An investment fund that is a reporting issuer and that has a website must post to the website” **with** “An investment fund that is a reporting issuer must post on its designated website”.
6. **Subsection 6.2(2) is amended by replacing** “An investment fund that has a website must post to the website” **with** “An investment fund must post on its designated website”.
7. **Subsection 10.4(2) is amended by replacing** “An investment fund that has a website must post the proxy voting record to the website” **with** “An investment fund must post the proxy voting record on its designated website”.
8. **Paragraph 11.2(1)(b) is amended by replacing** “on the website of the investment fund or the investment fund manager” **with** “on the investment fund’s designated website”.
9. **Subsection 14.2(7) is replaced with the following:**
(7) An investment fund that publishes its net asset value or net asset value per security in the financial press, or posts its net asset value or net asset value per security on its designated website, must provide its current net asset value or net asset value per security on a timely basis to the financial press or post it to its designated website on a timely basis, as applicable..

10. **The following Part is added:**

PART 16.1 INVESTMENT FUND WEBSITE

Application

16.1.1 This Part applies to an investment fund that is a reporting issuer.

Requirement to Have a Designated Website

16.1.2 (1) An investment fund must designate one qualifying website on which the fund intends to post disclosure as required by securities legislation.

(2) In this section, a “qualifying website” of an investment fund is a website that is

- (a) publicly accessible, and
- (b) established and maintained by the fund or on its behalf by one or more of the following persons:
 - (i) its investment fund manager;
 - (ii) a person or company designated by its investment fund manager.

(3) The designated website referred to in (1) must be identified as the designated website in the following, as applicable:

- (a) item 19.13 of Form 41-101F2, if the investment fund last distributed securities under a prospectus prepared in accordance with that form;
- (b) item 2.18 of Part D of Form 41-101F3, if the scholarship plan last distributed securities under a prospectus prepared in accordance with that form;

- (c) item 4.19 of Form 81-101F1, if the mutual fund last distributed securities under a prospectus prepared in accordance with that form;
- (d) item 10.11 of Form 81-101F2, if the investment fund is required to file an annual information form under section 9.2 of this Instrument..

11. Form 81-106F1 Contents of Annual and Interim Management Report of Fund Performance is amended

- (a) **in Item 1 of Part B by replacing “website at [insert address]” with “website at [insert the address of the designated website]”,**
- (b) **in subsection (9) of the Instructions under Item 5 of Part B by replacing “are available on the internet at www.sedar.com.” with “are available on the investment fund’s designated website and at www.sedar.com.”, and**
- (c) **in Item 1 of Part C by replacing “website at [insert address]” with “website at [insert the address of the designated website]”.**

Transition

12. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-106 *Investment Fund Continuous Disclosure*, as amended by this Instrument, if the investment fund complies with
- (a) in the case of a mutual fund to which National Instrument 81-101 *Mutual Fund Prospectus Disclosure* applies, National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022,
 - (b) in the case of an investment fund not referred to in paragraph (a), *National Instrument 41-101 General Prospectus Requirements* as it was in force on January 5, 2022, and
 - (c) National Instrument 81-106 *Investment Fund Continuous Disclosure* as it was in force on January 5, 2022.

Effective Date

13. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 2-G
CHANGES TO
COMPANION POLICY 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. **Companion Policy 81-106 Investment Fund Continuous Disclosure is changed by this Document.**
2. **Section 4.5 is repealed.**
3. **Subsection 6.1(4) is changed by replacing “to the fund’s website if it has one” with “on the fund’s designated website”.**
4. **Section 9.1 is changed by replacing “make the results of that calculation available to the financial press” with “make the results of that calculation available on its designated website or to the financial press”.**
5. **The following Part is added:**

PART 11 INVESTMENT FUND WEBSITE

11.1 Requirement to designate a website

- (1) The purpose of Part 16.1 is to improve investor access to investment fund regulatory disclosure and other information that characterizes a fund. Investment funds’ websites typically include regulatory disclosure (e.g., a prospectus, a fund facts document, an ETF facts document, continuous disclosure documents), as well as other information on a fund (e.g. a fund profile) and its management (e.g., the names of its investment fund manager, portfolio manager, custodian, trustee). Section 16.1.2 of the Instrument does not prescribe the disclosure that must be posted on an investment fund’s designated website. The regulatory disclosure that must be posted on an investment fund’s designated website is included in other provisions of the securities legislation applicable to reporting investment funds.

- (2) The CSA would generally consider that an investment fund’s designated website includes a set of webpages on the internet containing links to each other and made available online by the investment fund, its investment fund manager or a person designated by its investment fund manager.

In the CSA’s view, an investment fund’s designated website must be open-access to everybody and free of charge. The designated website may contain a webpage that is accessible only by the fund’s securityholders (for example, with an access code and a password) for the sole purpose of posting confidential or non-public information that is not required by securities legislation.

- (3) We note that an investment fund’s regulatory disclosure and other information may be disseminated on a website that is established and maintained by the investment fund’s manager or a person designated by the fund’s manager, which may include a third-party service provider or an affiliate or an associate of the investment fund’s manager.

The CSA does not expect an investment fund to create a stand-alone website to fulfil its obligations to post regulatory disclosure on a designated website. In order to improve flexibility and access to disclosure, investment funds may identify as a designated website, the website of another investment fund managed by the same investment fund manager, or of an affiliate or an associate of the investment fund’s manager.

In any case, the investment fund’s designated website is expected to clearly identify and differentiate between the information applicable to each investment fund. The designated website’s user interface should make it clear to investors where information relating to their particular investment can be located.

- (4) The Instrument does not specify how an investment fund should structure its designated website. Investment funds may choose to post all regulatory disclosure and other information pertaining to one investment fund on a single webpage dedicated to this fund or instead aggregate some regulatory disclosure and other key information for several investment funds that are part of the same investment fund family into a single webpage. The CSA expect that investment funds and their investment fund managers will adopt a consistent and harmonized structure within an investment fund’s designated website in order to avoid any confusion amongst users.
- (5) The investment fund’s designated website should be designed in a manner that allows an individual investor with a reasonable level of technological skill and knowledge to easily do any of the following:
 - (a) access, read and search the information and the documents posted on the website;
 - (b) download and print the documents.

- (6) Maintenance and supervision of an investment fund's designated website and its content should be accounted for in the compliance systems of the investment fund and its manager. The establishment and maintenance of a compliance system by investment fund managers is required under section 11.1 of NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. We also expect investment funds and their managers to take steps to protect themselves against cyber threats. In this respect, they should review and consult guidance issued by securities regulators and self-regulatory organizations.
- (7) Investment funds and their investment fund managers should ensure the designated website accurately discloses regulatory disclosure and other information. If inaccurate disclosure regarding a fund is found on the designated website, it should be removed or updated as soon as possible. A website that contains information that is out-of-date could in certain cases be considered inaccurate and misleading.

The Instrument does not specify the length of time that regulatory disclosure and other information must remain on an investment fund's designated website. The CSA are of the view that regulatory disclosure and other information should stay on a designated website for a reasonable length of time, and at least until replaced with more current information or documents. Some disclosure should be updated more frequently depending on its nature or its importance to current and potential investors (e.g. net asset values per security and past performance).

We generally encourage investment funds and their managers to archive documents or information that may retain historical or other value to investors on the designated website. However, documents or information that mislead investors should be removed.

- (8) An investment fund and its manager may create hyperlinks leading to third-party websites. In such cases, a warning informing individuals that they are about to leave the investment fund's designated website may be appropriate.
- (9) Section 16.1.2, sets out that an investment fund designates its website by identifying it in a specified location of the investment fund's prospectus, or its annual information form if it is required to file one under section 9.2. Where a prospectus or annual information form is prepared in respect of more than one investment fund, the designated websites of each investment fund, where they are different, should be disclosed.

When the fund designates its website under section 16.1.2, that website becomes the fund's designated website, including for the purpose of all requirements where a fund is required to disclose a designated website. For example, as required in Item 1 of Part I of Form 41-101F4 *Information Required in an ETF Facts Document* and in Item 1 of Part I of Form 81-101F3 *Contents of Fund Facts Document*, the website noted in the ETF facts document or fund facts document must reference the same website. If the address of the designated website is modified, it would be acceptable for the website located at the previous address to redirect visitors to the new address of the designated website, with a corresponding update to the prospectus or annual information form, and each other document that is required to refer to the designated website, occurring at the time of the next renewal or filing.

- (10) Investment fund managers should consider the guidance concerning outsourcing found in sections 7.3 and Part 11 of the Companion Policy 31-103 CP, including that which indicates that the investment fund manager is responsible for any functions delegated or outsourced and must supervise the service provider..

6. These changes become effective on January 6, 2022.

**SCHEDULE 2-H
AMENDMENTS TO
NATIONAL INSTRUMENT 81-107 INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS**

1. ***National Instrument 81-107 Independent Review Committee for Investment Funds is amended by this Instrument.***
2. ***The Instrument is amended by adding the following section:***

Definition of “designated website”

- 1.8 In this Instrument, “designated website” has the meaning ascribed to that term in National Instrument 81-106 *Investment Fund Continuous Disclosure*.

3. ***Paragraph 4.4(2)(b) is replaced with the following:***

- (b) be made available and prominently displayed by the manager on the investment fund’s designated website;.

Transition

4. Before September 6, 2022, an investment fund is not required to comply with National Instrument 81-107 *Independent Review Committee for Investment Funds*, as amended by this Instrument, if the investment fund complies with
 - (a) in the case of a mutual fund to which National Instrument 81-101 *Mutual Fund Prospectus Disclosure* applies, National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as it was in force on January 5, 2022,
 - (b) in the case of an investment fund not referred to in paragraph (a), *National Instrument 41-101 General Prospectus Requirements* as it was in force on January 5, 2022, and
 - (c) National Instrument 81-107 *Independent Review Committee for Investment Funds* as it was in force on January 5, 2022.

Effective Date

5. (1) This Instrument comes into force on January 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 6, 2022, this Instrument come into force on the day on which it is filed with the Registrar of Regulations.

SCHEDULE 2-I
CHANGES TO COMMENTARY IN
NATIONAL INSTRUMENT 81-107 INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS

1. *The Commentary to National Instrument 81-107 Independent Review Committee for Investment Funds is changed by this Document.*
2. *Paragraph 2 of the Commentary to section 4.4 is changed*
 - (a) *by replacing* “the website of the investment fund, the investment fund family or the manager, as applicable” *with* “the investment fund’s designated website”, *and*
 - (b) *by replacing* “on the website” *with* “on the designated website”.
3. These changes become effective on January 6, 2022.

**ANNEX B
RULE AMENDMENTS AND POLICY CHANGES, WORKSTREAMS 3 TO 8**

WORKSTREAM 3

**SCHEDULE 3-A
AMENDMENTS TO**

NATIONAL INSTRUMENT 81-106 *INVESTMENT FUND CONTINUOUS DISCLOSURE*

1. *National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.*

2. *Section 1.1 is amended by adding the following definitions:*

“information circular” means a document prepared in accordance with Form 51-102F5 *Information Circular*;

“intermediary” has the same meaning as in section 1.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“meeting” means, except in sections 10.2, 10.3 and 16.3, a meeting of securityholders of an investment fund;

“NOBO” has the same meaning as in section 1.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“notice-and-access” means the delivery procedures referred to in section 12.2.1;

“notification of meeting and record dates” has the same meaning as in section 1.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“proximate intermediary” has the same meaning as in section 1.1 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“proxy-related materials” means securityholder materials relating to a meeting that a person or company that solicits proxies is required under corporate law or securities legislation to send to a registered holder or beneficial owner of the securities of an investment fund;

“send” includes to deliver or forward, or arrange to deliver or forward, by any means;

“stratification” means procedures whereby a paper copy of the information circular and, if applicable, the financial statements of the investment fund are included with the documents required to be sent in order to use notice-and-access under section 12.2.1.;

3. *The Instrument is amended by adding the following sections:*

12.2.1 *Notice-and-access* – A person or company that solicits proxies from a registered holder of securities of an investment fund under subsection 12.2(2) of this Instrument, or sends proxy-related materials to beneficial owners of an investment fund under section 2.7 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, must not use notice-and-access to send proxy-related materials to the registered holder or beneficial owner unless all of the following apply:

- (a) the registered holder or beneficial owner is sent a notice that contains only the following information:
 - (i) the date, time and location of the meeting;
 - (ii) a description of each matter or group of related matters identified in the form of proxy to be voted on, unless that information is already included in the form of proxy, in Form 54-101F6 *Request for Voting Instructions Made by Reporting Issuer* or in Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, that is sent to the registered holder or beneficial owner under paragraph (b);
 - (iii) the website addresses for SEDAR and the non-SEDAR website where the proxy-related materials are posted;
 - (iv) a reminder to review the information circular before voting;
 - (v) an explanation of how to obtain a paper copy of the information circular and, if applicable, the financial statements of the investment fund, from the person or company soliciting proxies;

- (vi) a plain-language explanation of notice-and-access that includes the following information:
 - (A) if stratification is used, a list of the types of registered holders or beneficial owners who will receive paper copies of the information circular and, if applicable, the financial statements of the investment fund;
 - (B) the estimated date and time by which a request for a paper copy of the information circular and, if applicable, the financial statements of the investment fund, is to be received in order for the registered holder or beneficial owner to receive the paper copy in advance of any deadline for the submission of the proxy or the voting instructions for the meeting, and the date of the meeting;
 - (C) an explanation of how the registered holder or beneficial owner is to return the proxy or the voting instructions, including any deadline for return of the proxy or the voting instructions;
 - (D) the sections of the information circular where disclosure regarding each matter or group of related matters identified in the notice can be found;
 - (E) a toll-free telephone number the registered holder or beneficial owner can call to get information about notice-and-access;
- (b) by prepaid mail, courier or the equivalent,
 - (i) the registered holder is sent the notice, and a form of proxy for use at the meeting, at least 30 days before the date of the meeting, and
 - (ii) the beneficial owner is sent the notice and a Form 54-101F6 or Form 54-101F7, using the procedures referred to in section 2.9 or 2.12 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, as applicable;
- (c) the proxy-related materials are sent at least 30 days, and no more than 50 days, before the date of the meeting;
- (d) if proxy-related materials are sent directly to a NOBO using notice-and-access, the notice and, if applicable, any paper copies of information circulars and financial statements, are sent at least 30 days before the date of the meeting;
- (e) if proxy-related materials are sent indirectly to a beneficial owner using notice-and-access, the notice and, if applicable, any paper copies of information circulars or financial statements are sent to any proximate intermediary,
 - (i) at least 3 business days before the 30th day before the date of the meeting, in the case of proxy-related materials that are to be sent on by the proximate intermediary by first class mail, courier or the equivalent, and
 - (ii) at least 4 business days before the 30th day before the date of the meeting, in the case of proxy-related materials that are to be sent on by the proximate intermediary using any other type of prepaid mail;
- (f) in the case of a solicitation by or on behalf of management of the investment fund, or if another person or company soliciting proxies has requested a meeting, the notification of meeting and record dates is filed on SEDAR and that filing occurs on the same date that the notification of meeting and record dates is sent under subsection 2.2(1) of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*;
- (g) public electronic access to the information circular, the notice and the form of proxy is provided on or before the date that the notice is sent to the registered holder or beneficial owner, as follows:
 - (i) the documents are filed on SEDAR;

- (ii) the documents are posted for no less than one year on
 - (A) the investment fund's designated website, in the case of a solicitation by or on behalf of management of the investment fund, and
 - (B) a website other than SEDAR, in the case of a solicitation by or on behalf of any other person or company;
- (h) a toll-free telephone number is provided for use by the registered holder or beneficial owner to request a paper copy of the information circular and, if applicable, the financial statements of the investment fund at any time
 - (i) following the date that the notice is sent to the registered holder or beneficial owner, and
 - (ii) on or before the date of the meeting, including any adjournment;
- (i) if a request for a paper copy of the information circular and, if applicable, the financial statements of the investment fund is received by telephone using the toll-free telephone number provided in the notice or by any other means, a paper copy of the document requested is sent free of charge by the person or company to the registered holder or beneficial owner at the address specified in the request,
 - (i) in the case of a request received before the date of the meeting, within 3 business days after receiving the request, by first class mail, courier or the equivalent, and
 - (ii) in the case of a request received on or after the date of the meeting, and within one year of the date the information circular is filed on SEDAR, within 10 calendar days after receiving the request, by prepaid mail, courier or the equivalent;
- (j) the notice is not sent with any other document other than the following:
 - (i) a form of proxy, Form 54-101F6 or Form 54-101F7;
 - (ii) if financial statements of the investment fund are to be presented at the meeting, the financial statements;
 - (iii) if the meeting is to approve a reorganization of the investment fund with another investment fund as contemplated by paragraph 5.1(1)(f) of National Instrument 81-102 *Investment Funds*, Form 81-101F3 *Contents of Fund Facts Document* or Form 41-101F4 *Information Required in an ETF Facts Document* for the continuing investment fund;
- (k) the notice is not combined with any document other than a form of proxy, Form 54-101F6 or Form 54-101F7;
- (l) the information circular discloses that proxy-related materials are being sent to registered holders or beneficial owners of the investment fund using notice-and-access, and if stratification is used, the types of registered holders or beneficial owners who will receive paper copies of the information circular and, if applicable, the financial statements of the investment fund;
- (m) the cost of sending the information circular and, if applicable, the financial statements of the investment fund, to a registered holder or beneficial owner, if a paper copy is requested by the registered holder or beneficial owner, is paid by the manager of the investment fund or other person or company soliciting proxies that is not the investment fund.

12.2.2 Restrictions on Information Gathering

- (1) A person or company using notice-and-access that receives a request for a paper copy of the information circular or the financial statements of the investment fund, through the toll-free telephone number provided in the notice referred to in paragraph 12.2.1(a) or by any other means, must not
 - (a) ask for any information about the person or company making the request, other than the name and address to which the information circular and, if applicable, the financial statements are to be sent, or
 - (b) disclose or use the name or address of the person or company making the request for any purpose other than sending the information circular or the financial statements of the investment fund.

- (2) A person or company that posts proxy-related materials to a website under subparagraph 12.2.1(1)(g)(ii) must not collect information that can be used to identify a person or company that has accessed the website.

12.2.3 Posting Materials on Non-SEDAR Website

- (1) A person or company that posts proxy-related materials to a website under subparagraph 12.2.1(1)(g)(ii) must also post on the website all of the following:
- (a) any disclosure regarding the meeting that the person or company has sent to registered holders or beneficial owners;
 - (b) any written communications the person or company has made available to the public regarding each matter or group of matters to be voted on at the meeting, whether or not the communications were sent to registered holders or beneficial owners.
- (2) For greater certainty, a person or company that posts proxy-related materials on a website under subparagraph 12.2.1(1)(g)(ii) must do so in a manner and format that permits an individual with a reasonable level of computer skill and knowledge to easily do all of the following:
- (a) access, read and search the materials;
 - (b) download and print the materials.

12.2.4 Record Date for Notice of Meeting, Abridgement of Time and Notification of Meeting Date and Record Date

- (1) A person or company that solicits proxies from a registered holder or beneficial owner using notice-and-access, in the case of solicitation by or on behalf of management of an investment fund, must
- (a) despite paragraph 2.1(b) of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, set or request a record date for notice of the meeting that is no fewer than 40 days before the date of the meeting,
 - (b) specify in the notification of meeting and record dates sent under section 2.2 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* that proxy-related materials are being sent to registered holders or beneficial owners using notice-and-access, and
 - (c) not abridge the time prescribed under paragraph 2.1(b), subsection 2.2(1) or subsection 2.5(1) of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* unless the person or company
 - (i) complies with paragraphs 2.20 (a) to (c) of that Instrument, and
 - (ii) sends the notification of meeting and record dates sent under section 2.2 of that Instrument at least 3 business days before the record date for notice of the meeting.
- (2) In the case of a person or company not referred to in subsection (1) that requests a meeting, the person or company must request the following:
- (a) a record date for notice of the meeting that is no fewer than 40 days before the date of the meeting;
 - (b) that the notification of meeting and record dates sent under section 2.2 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* state that proxy-related materials are being sent to registered holders or beneficial owners using notice-and-access.

12.2.5 Consent to Other Delivery Methods – For greater certainty, section 12.2.1 does not

- (a) prevent a registered holder or beneficial owner from consenting to the use of other delivery methods to send proxy-related materials,

- (b) terminate or modify a consent that a registered holder or beneficial owner previously gave to a person or company regarding the use of other delivery methods to send proxy-related materials to the registered holder or beneficial owner, or
- (c) prevent a person or company that solicits proxies, an intermediary or any other person or company from sending proxy-related materials to a registered holder or beneficial owner using a method to which the registered holder or beneficial owner has consented prior to January 5, 2022.

12.2.6 Instructions to Receive Paper Copies

- (1) Despite section 12.2.1, an investment fund or its manager or management may obtain standing instructions from a registered holder of securities of the investment fund, and an intermediary may obtain standing instructions from a client that is a beneficial owner of securities of the investment fund, that a paper copy of the information circular or the financial statements of the investment fund be sent to the registered holder or beneficial owner in all cases when using notice-and-access in respect of a meeting of the investment fund.
- (2) If an investment fund or its manager or management has obtained standing instructions from a registered holder under subsection (1), the investment fund, its manager or management must do all of the following:
 - (a) include with the notice referred to in paragraph 12.2.1(a) any paper copies of information circulars or financial statements of the investment fund referred to in the registered holder's standing instructions;
 - (b) notify the registered holder, by including a statement in the notice referred to in paragraph 12.2.1(a) or by another method, of the means by which the registered holder may revoke the registered holder's standing instructions.
- (3) If an intermediary has obtained standing instructions from a beneficial owner under subsection (1), the intermediary must do all of the following:
 - (a) if the investment fund or its manager or management is sending proxy-related materials directly under section 2.9 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, indicate in the NOBO list provided to the investment fund or its manager or management, those NOBOs who have provided standing instructions under subsection (1) as at the date the NOBO list is generated;
 - (b) if the intermediary is sending proxy-related materials to a beneficial owner on behalf of an investment fund or its manager or management using notice-and-access, request appropriate quantities of paper copies of the information circular and, if applicable, the financial statements of the investment fund, from the investment fund or its manager or management, for forwarding to beneficial owners who have provided standing instructions to be sent paper copies;
 - (c) include with the notice a description, or otherwise inform the beneficial owner of, the means by which the beneficial owner may revoke the beneficial owner's standing instructions.

12.2.7 Compliance with National Instrument 51-102 and National Instrument 54-101 – (1) A person or company that solicits proxies must comply with the following:

- (a) Items 7.12 and 9.9 of Form 54-101F2 *Request for Beneficial Ownership Information*;
 - (b) Form 54-101F5 *Electronic Format for NOBO List*.
- (2) For the purposes of subsection (1), "notice-and-access" and "stratification", as used in Items 7.12 and 9.9 of Form 54-101F2 and in Form 54-101F5, have the same meaning as in this Instrument..

Transition

4. Before September 6, 2022, if an investment fund has not designated a website as its designated website, the reference to "designated website" in paragraph 12.2.1(g) of National Instrument 81-106 *Investment Fund Continuous Disclosure* must be read as a reference to the investment fund's or its manager's website.

Effective Date

5. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 3-B
CHANGES TO
COMPANION POLICY 81-106 INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. *Companion Policy 81-106 Investment Fund Continuous Disclosure is changed by this Document.*
2. *The following is added after section 8.1:*

8.2 Notice-and-access

- (1) In the Instrument and this Companion Policy, references to registered holders and beneficial owners should be read to correspond with references to forms of proxy or voting instruction forms, as appropriate.

We expect that persons or companies that solicit proxies will only use notice-and-access for a particular meeting where they have no reason to believe it is inappropriate or inconsistent with the purposes of notice-and-access to do so, taking into account factors such as

- the purpose of the meeting,
- whether a better participation rate would be obtained by sending the information circular with the other proxy-related materials, and
- whether notice-and-access resulted in material declines in beneficial owner voting rates in prior meetings where notice-and-access was used.

- (2) With respect to matters to be voted on at the meeting, the notice must only contain a description of each matter or group of related matters identified in the form of proxy, unless that information is already included in the form of proxy or voting instruction form. We expect that persons or companies who use notice-and-access will state each matter or group of related matters in the form of proxy or voting instruction form in a reasonably clear and user-friendly manner. For example, it would be inappropriate to identify the matter to be voted on solely by referring to disclosure contained in the information circular as follows: "To vote For or Against the resolution in Schedule A of the management information circular".

The plain-language explanation of notice-and-access required in the notice can also address other aspects of the proxy voting process. However, there should not be any substantive discussion of the matters to be considered at the meeting.

- (3) Paragraph 12.2.1(h) requires establishment of a toll-free telephone number for the registered holder or beneficial owner to request a paper copy of the information circular. A person or company soliciting proxies may choose, but is not required, to provide additional methods for requesting a paper copy of the information circular. If persons or companies soliciting proxies do so, they must still comply with the fulfillment timelines in paragraph 12.2.1(i).
- (4) Section 12.2.2 is intended to restrict intentional information gathering about registered holders or beneficial owners who make requests for paper copies of information circulars or access the non-SEDAR website.
- (5) Section 12.2.3 is intended to enable registered holders and beneficial owners to access the posted proxy-related materials in a user-friendly manner. For example, requiring the registered holder or beneficial owner to navigate through several web pages to access the proxy-related materials, even within the same website, would not be user-friendly. Providing the registered holder or beneficial owner with the specific URL where the documents are posted would be more user-friendly. We encourage persons or companies soliciting proxies and their service providers to develop best practices in this regard.
- (6) We expect that where stratification is used for purposes other than complying with registered holder or beneficial owner instructions, it is used to enhance effective communication, and not used if it would potentially disenfranchise registered holders or beneficial owners.
- (7) Section 12.2.5 permits other delivery methods, such as electronic means, to be used to send proxy-related materials if the consent of the registered holder or beneficial owner has been obtained.

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- (8) National Policy 11-201 *Electronic Delivery of Documents* discusses the sending of materials by electronic means. The guidelines set out in National Policy 11-201 *Electronic Delivery of Documents*, particularly the suggestion that consent be obtained to an electronic transmission of a document, are applicable to documents sent under the Instrument.
 - (9) Whether persons or companies soliciting proxies may do so in compliance with foreign notice-and-access rules is not contemplated.
 - (10) A single investor may hold securities of the same class or series in two or more accounts with the same address. Delivering a single set of securityholder materials to that person or company would satisfy the delivery requirements under the Instrument. We encourage this practice as a way to help reduce the costs of securityholder communications.
 - (11) “Notice-and-access”, as used in all of the following provisions of Companion Policy 54-101CP – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, have the same meaning as in the Instrument, in addition to any other required adaptations:
 - subsection 3.1(1);
 - subsection 3.4.1(2);
 - section 5.1..
3. These changes become effective on January 5, 2022.

WORKSTREAM 4

SCHEDULE 4-A
AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 *GENERAL PROSPECTUS REQUIREMENTS*

1. ***National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.***
2. ***Subparagraph 9.1(1)(b)(ii) is replaced with the following:***
 - (ii) **Personal Information Form and Authorization to Collect, Use and Disclose Personal Information – a completed personal information form for,**
 - (A) each director and executive officer of the issuer,
 - (B) each promoter of the issuer, and
 - (C) if the promoter is not an individual,
 - (I) in the case of an issuer that is not an investment fund, each director and executive officer of the promoter, and
 - (II) in the case of an issuer that is an investment fund, and the promoter is not the manager of the investment fund, each director and executive officer of the promoter; and.
3. ***Section 9.1 is amended by adding the following subsection after 9.1(1):***
 - (1.1) Despite subparagraph 9.1(1)(b)(ii), an investment fund is not required to deliver a personal information form for an individual referred to in subparagraph (1)(b)(ii) if the individual has submitted a Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* under National Instrument 33-109 *Registration Information..*

Effective Date

4. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 4-B
AMENDMENTS TO
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. ***National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.***
2. ***Subparagraph 2.3(1)(b)(ii) is replaced with the following:***
 - (ii) a personal information form for all of the following:
 - (A) each director and executive officer of the mutual fund;
 - (B) each promoter of the mutual fund;
 - (C) if the promoter is not an individual and is not the manager of the mutual fund, each director and executive officer of the promoter,.
3. ***The following is added after subsection 2.3(1):***
 - (1.0.1) Despite subparagraph 2.3(1)(b)(ii), a mutual fund is not required to deliver a personal information form for an individual referred to in subparagraph (1)(b)(ii) if the individual has submitted a Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* under National Instrument 33-109 *Registration Information*..
4. ***Subparagraph 2.3(2)(b)(iv) is replaced with the following:***
 - (iv) a personal information form for all of the following:
 - (A) each director and executive officer of the mutual fund;
 - (B) each promoter of the mutual fund;
 - (C) if the promoter is not an individual and is not the manager of the mutual fund, each director and executive officer of the promoter, and.
5. ***The following is added after subsection 2.3(2):***
 - (2.0.1) Despite subparagraph 2.3(2)(b)(iv), a mutual fund is not required to deliver a personal information form for an individual referred to in subparagraph (2)(b)(iv) if the individual has submitted a Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* under National Instrument 33-109 *Registration Information*..

Effective Date

6. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

WORKSTREAM 5
SCHEDULE 5-A
AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS

- 1. **National Instrument 81-102 Investment Funds is amended by this Instrument.**
- 2. **Section 1.1 is amended by replacing the definition of “designated rating” with the following:**

“designated rating” means a credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of the successor credit rating organization, that is at or above one of the following corresponding rating categories, or that is at or above a category that replaces one of the following corresponding rating categories, if

- (a) there has been no announcement from the designated rating organization, from a DRO affiliate of the organization, from a designated rating organization that is a successor credit rating organization or from a DRO affiliate of the successor credit rating organization, of which the investment fund or its manager is or reasonably should be aware that the credit rating of the security or instrument to which the designated rating was given may be down-graded to a rating category that is not referred to in this definition, and
- (b) no designated rating organization listed below, no DRO affiliate of an organization listed below, no designated rating organization that is a successor credit rating organization of an organization listed below and no DRO affiliate of such successor credit rating organization, has rated the security or instrument in a rating category that is not referred to in this definition:

Designated Rating Organization	Commercial Paper/Short Term Debt	Long Term Debt
DBRS Limited	R-1 (low)	A
Fitch Ratings, Inc.	F1	A
Moody’s Canada Inc.	P-1	A2
S&P Global Ratings Canada	A-1 (Low)	A

- 3. **Section 1.1. is amended**
 - (a) **by deleting “and” after the definition of “underlying interest”,**
 - (b) **by replacing “.” with “,” after the definition of “underlying market exposure”, and**
 - (c) **by adding the following definitions:**

“U.S. GAAP” has the same meaning as in section 1.1. of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

“U.S. AICPA GAAS” has the same meaning as in section 1.1 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

“U.S. PCAOB GAAS” has the same meaning as in section 1.1. of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*..

- 4. **Section 1.2 is amended by adding the following subsection:**
 - (2.1) Despite subsection (1), section 2.5.1 also applies to an investment fund that is not a reporting issuer..

5. The Instrument is amended by adding the following section:**2.5.1 Investments in Other Investment Funds by Funds Not Reporting Issuers –**

- (1) In this section, “significant interest” and “substantial security holder” have the meaning,
- (a) except in British Columbia, ascribed to those terms in the investment fund conflict of interest investment restrictions, and
 - (b) in British Columbia, ascribed to those terms in section 2 of BC Instrument 81-513 *Self-Dealing*.
- (2) The investment fund conflict of interest investment restrictions and the investment fund conflict of interest reporting requirements do not apply to an investment fund that is not a reporting issuer and that purchases or holds securities of another investment fund that is not a reporting issuer if
- (a) the investment fund’s securities are distributed solely under an exemption from the prospectus requirement,
 - (b) the purchase or holding is in accordance with paragraphs 2.5(2)(b), (d), (e) and (f),
 - (c) the other investment fund prepares annual financial statements for its most recently completed financial year, and obtains an auditor’s report with respect to those statements, within 90 days after the end of that financial year,
 - (d) the other investment fund prepares interim financial statements for its most recently completed interim period within 60 days after the end of that interim period,
 - (e) the audited annual financial statements referred to in paragraph (c) and the interim financial statements referred to in paragraph (d) are prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises, IFRS or U.S. GAAP,
 - (f) the audited annual financial statements referred to in paragraph (c) are audited in accordance with Canadian GAAS, International Standards on Auditing, U.S. AICPA GAAS or U.S. PCAOB GAAS and the auditor’s report referred to in paragraph (c) expresses an unmodified or unqualified opinion, as applicable,
 - (g) the other investment fund complies with section 2.4,
 - (h) the other investment fund has the same redemption and valuation dates as the investment fund,
 - (i) any purchase of the other fund’s securities is made at a price that equals the net asset value per security of the other fund calculated in accordance with section 14.2 of National Instrument 81-106 *Investment Fund Continuous Disclosure*,
 - (j) before an investor purchases securities of the investment fund, the investor is provided a document that discloses
 - (i) that the fund may purchase securities of other related funds from time to time,
 - (ii) that the manager of the fund is any of the following, as applicable:
 - (A) the manager of each of the other funds;
 - (B) the portfolio adviser of each of the other funds;
 - (C) an affiliate of the manager of each of the other funds;
 - (D) an affiliate of the portfolio adviser of each of the other funds,
 - (iii) the approximate or maximum percentage of net assets of the fund that is intended to be invested in securities of the other fund,
 - (iv) the fees, expenses and any performance or special incentive distributions payable by the other fund,
 - (v) the process or criteria used to select the other fund,

- (vi) for each officer, director or substantial security holder of the fund’s manager, or of the fund, that has a significant interest in the other fund, the approximate amount of the significant interest that each officer, director or substantial securityholder holds in the other fund expressed as a percentage of the other fund’s net asset value, and any conflicts of interest or potential conflicts of interest,
 - (vii) if the officers, directors and substantial securityholders of the fund’s manager or of the fund, in aggregate, hold a significant interest in the other fund,
 - (A) the actual or approximate amount of the significant interest they hold, on an aggregate basis, expressed as a percentage of the other fund’s net asset value, and
 - (B) any conflicts of interest or potential conflicts of interest, and
 - (viii) that investors are entitled to receive, on request and free of charge,
 - (A) a copy of the offering memorandum or other similar disclosure document of each other fund, if available, and
 - (B) the audited annual financial statements, accompanied by an auditor’s report, and interim financial statements, if any, relating to each other fund, and
 - (k) investors are informed annually of their right to receive, on request and free of charge, a copy of the documents referred to in subparagraph (j)(viii).
- (3) The investment fund conflict of interest investment restrictions and the investment fund conflict of interest reporting requirements do not apply to an investment fund that is not a reporting issuer and that purchases or holds securities of another investment fund if the other investment fund is a reporting issuer and the purchase or holding is in accordance with section 2.5..

6. Subsection 4.1(4) is replaced with the following:

- (4) Subsection (1) does not apply to an investment in a class of securities of a reporting issuer if,
 - (a) at the time of the investment,
 - (i) the independent review committee of the dealer managed investment fund has approved the transaction in accordance with subsection 5.2(2) of NI 81-107, and
 - (ii) the distribution of securities of the reporting issuer is made by prospectus or under an exemption from the prospectus requirement;
 - (b) during the 60 days after the period referred to in subsection (1), any of the following apply:
 - (i) the investment is made on an exchange on which the securities of the reporting issuer are listed and traded;
 - (ii) if the security is a debt security that does not trade on an exchange, the ask price is readily available and the price paid is not higher than the available ask price of the debt security at the time of the investment, and
 - (c) no later than the time the dealer managed investment fund files its annual financial statements, the manager of the dealer managed investment fund files the particulars of each investment made by the dealer managed investment fund during its most recently completed financial year..

7. The second row of Appendix D is replaced by the following row:

All Jurisdictions	Paragraphs 13.5(2)(a) and (b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and subsection 4.1(2) of this Instrument
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8. The table in Appendix E is deleted and replaced by the following:

Jurisdiction	Securities Legislation Reference
Alberta	Paragraph 191(1)(a) of the <i>Securities Act</i> (Alberta)
British Columbia	Paragraph 9(a) of BC Instrument 81-513 <i>Self-Dealing</i>
New Brunswick	Paragraph 143(1)(a) of the <i>Securities Act</i> (New Brunswick)
Newfoundland and Labrador	Paragraph 118(1)(a) of the <i>Securities Act</i> (Newfoundland and Labrador)
Nova Scotia	Paragraph 125(1)(a) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Item 117(1)1 of the <i>Securities Act</i> (Ontario)
Saskatchewan	Paragraph 126(1)(a) of the <i>Securities Act, 1988</i> (Saskatchewan)

Effective Date

9. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 5-B
CHANGES TO
COMPANION POLICY 81-102 INVESTMENT FUNDS**

1. ***Companion Policy 81-102 Investment Funds is changed by this Document.***
2. ***Section 3.4 is changed by adding the following subsection:***
 - (3) Section 2.5.1 of the Instrument provides that certain investment restrictions and reporting requirements do not apply to investments by investment funds that are not reporting issuers, including investments in other investment funds that are not reporting issuers, made in accordance with the conditions in section 2.5.1 of the Instrument. Paragraphs 2.5.1(2)(c) to (f) of the Instrument also specify the accounting preparation and auditing standards that apply to the preparation and auditing of financial statements of an underlying fund in which an investment fund that is not a reporting issuer, determines to invest in reliance on the exemption..
3. ***Subsection 3.8(1) is changed by adding the following sentence at the end of the first paragraph: “For purchases of debt securities made during the 60-day period after distribution, commentary 7 to section 6.1 of NI 81-107 provides guidance to assist in determining if the ask price for a debt security is readily available.”.***
4. These changes become effective on January 5, 2022.

**SCHEDULE 5-C
AMENDMENTS TO
NATIONAL INSTRUMENT 81-107 INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS**

1. **National Instrument 81-107 Independent Review Committee for Investment Funds is amended by this Instrument.**
2. **Subsection 1.1 is amended by adding the following after subsection (2):**
 - (3) Despite subsection (1), sections 6.1 to 6.5 also apply to an investment fund that is not a reporting issuer.
 - (4) Despite subsection (1), sections 6.1 and 6.5 also apply in respect of a managed account..
3. **Paragraph 5.2(1)(b) is replaced with the following:**
 - (b) a transaction in securities of an issuer described in any of the following:
 - (i) subsection 6.2(1);
 - (ii) subsection 6.3(1);
 - (iii) subsection 6.4(1);
 - (iv) subsection 6.5(1);.
4. **Section 6.1 is amended**
 - (a) **by replacing “is quoted; or” at the end of clause (1)(a)(i)(C) with “is quoted, or”,**
 - (b) **by adding the following after clause (1)(a)(i)(C):**
 - (D) the last sale price as defined under the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, as amended from time to time; or,
 - (c) **by deleting “and” after paragraph (1)(a),**
 - (d) **by adding the following after paragraph (1)(a):**
 - (a.1) “managed account” means an account, or an investment portfolio, that is managed by a portfolio manager or portfolio adviser on behalf of a client under an investment management agreement but does not include
 - (i) an account of a “responsible person” as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, or
 - (ii) an account of an investment fund; and,
 - (e) **by replacing subsection (2) with the following:**
 - (2) A portfolio manager of a managed account or a portfolio manager of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may purchase a security of an issuer from, or sell a security of an issuer to, another investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, managed by the same manager or an affiliate of the manager, if, at the time of the transaction,
 - (a) the portfolio manager, on behalf of the investment fund or managed account, is purchasing from or selling to another investment fund that is a reporting issuer or, if the investment fund is not a reporting issuer, the manager has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the transaction,
 - (b) the independent review committee has approved the transaction under subsection 5.2(2),
 - (c) the investment management agreement for the managed account authorizes the purchase or sale of the security,
 - (d) the bid and ask price of the security is readily available,

- (e) the investment fund receives no consideration and the only cost for the transaction is the nominal cost incurred by the investment fund to print or otherwise display the trade,
- (f) the transaction is executed at the current market price of the security, and
- (g) the transaction is subject to market integrity requirements.,

(f) by adding the following after subsection (2):

- (2.1) An investment fund, or a portfolio manager on behalf of a managed account, referred to in subsection (2), must keep records in accordance with the record-keeping requirements applicable to registered firms set out in sections 11.5 and 11.6 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.,

(g) by replacing subsection (3) with the following:

- (3) With respect to a purchase or sale of a security referred to in subsection (2), National Instrument 21-101 *Marketplace Operation*, and Parts 6 and 8 of National Instrument 23-101 *Trading Rules*, do not apply to any of the following:
- (a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (b) a portfolio manager or portfolio adviser of a managed account;
 - (c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (d) a managed account.,

(h) by replacing subsection (4) with the following:

- (4) With respect to a purchase or sale of a security referred to in subsection (2), the inter-fund self-dealing investment prohibitions do not apply to any of the following:
- (a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (b) a portfolio manager or portfolio adviser of a managed account;
 - (c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (d) a managed account., **and**

(i) by replacing subsection (5) with the following:

- (5) With respect to a purchase or sale of a security referred to in subsection (2), the dealer registration requirement does not apply to a portfolio manager or portfolio adviser of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer..

5. Section 6.2 is replaced with the following:

- (1) An investment fund, including for greater certainty, an investment fund that is not a reporting issuer, may make or hold an investment in the security of an issuer related to it, to its manager or to an entity related to its manager, if,
- (a) at the time the investment is made,
 - (i) in the case of an investment made by an investment fund that is not a reporting issuer,
 - (A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and

- (B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and
- (ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund's independent review committee has approved the investment in compliance with subsection 5.2(2), and
- (b) the purchase is made on an exchange on which the securities of the issuer are listed and traded.
- (2) After an investment referred to in subsection (1) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the securities regulatory authority or regulator.
- (3) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment fund referred to in subsection (1) if the investment is made in accordance with that subsection.
- (4) For the purpose of subsection (3), "investment fund conflict of interest investment restrictions" has the meaning ascribed to that term in National Instrument 81-102 *Investment Funds*.

6. The Instrument is amended by adding the following sections:

6.3 Transactions in securities of related issuers – Secondary market non-exchange traded debt securities

- (1) An investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may make an investment in the secondary market in a non-exchange traded debt security of an issuer related to it, to its manager or to an entity related to the manager, and continue to hold the debt security, if the conditions set out in subsection (2) are satisfied.
- (2) For the purposes of subsection (1), an investment fund may make an investment in a debt security referred to in subsection (1) if,
 - (a) at the time the investment is made,
 - (i) in the case of an investment made by an investment fund that is not a reporting issuer,
 - (A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and
 - (B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and
 - (ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund's independent review committee has approved the investment in compliance with subsection 5.2(2),
 - (b) at the time the investment is made, the debt security has a designated rating as defined in paragraph (b) of the definition of "designated rating" in National Instrument 44-101 *Short Form Prospectus Distributions*,
 - (c) in the case of an investment made on a marketplace, the price paid for the debt security is not more than the price for the debt security determined in accordance with the requirements of that marketplace,
 - (d) in the case of an investment that is not made on a marketplace, the price paid for the debt security is not more than
 - (i) the price at which an arm's length seller is willing to sell the debt security,
 - (ii) the price quoted publicly, immediately before the investment is made, by an independent marketplace, or
 - (iii) the price quoted, immediately before the investment is made, by an arm's length purchaser or seller of the debt security, and

- (e) the investment is subject to the applicable “market integrity requirements” as defined in section 6.1, if any.
- (3) After an investment referred to in subsection (2) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the securities regulatory authority or regulator.
- (4) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment referred to in subsection (2) if the investment is made in accordance with that subsection.
- (5) For the purpose of subsection (4), “investment fund conflict of interest investment restrictions” has the meaning ascribed to that term in National Instrument 81-102 *Investment Funds*.

6.4 Transactions in securities of related issuers – Primary market distributions of long-term debt securities

- (1) An investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may make an investment in a long-term debt security of an issuer related to it, to its manager or to an entity related to the manager, if the investment is made under a distribution of the long-term debt security of that issuer, and continue to hold the debt security, if,
 - (a) at the time the investment is made,
 - (i) in the case of an investment made by an investment fund that is not a reporting issuer,
 - (A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and
 - (B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and
 - (ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund’s independent review committee has approved the investment in compliance with subsection 5.2(2),
 - (iii) the debt security has a term to maturity greater than 365 days,
 - (iv) the debt security is not asset-backed commercial paper,
 - (v) the debt security has a designated rating as defined in paragraph (b) of the definition of “designated rating” in National Instrument 44-101 *Short Form Prospectus Distributions*,
 - (vi) the distribution is for at least \$100 million, and
 - (vii) at least two purchasers that are arm’s length purchasers, including, for greater certainty, “independent underwriters” within the meaning of National Instrument 33-105 *Underwriting Conflicts*, have collectively purchased at least 20% of the distribution,
 - (b) the price paid for the long-term debt security is not higher than the lowest price paid by any arm’s length purchaser that participates in the distribution, and
 - (c) immediately after the investment is made,
 - (i) the investment fund holds no more than 5% of its net assets in long-term debt securities of the issuer, and
 - (ii) the investment fund, together with other investment funds managed by the manager, hold no more than 20% of the long-term debt securities issued in the distribution.
- (2) After an investment referred to in subsection (1) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the securities regulatory authority or regulator.

- (3) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment referred to in subsection (2) if the investment is made in accordance with that subsection.
- (4) For the purpose of subsection (3), “investment fund conflict of interest investment restrictions” has the meaning ascribed to that term in National Instrument 81-102 *Investment Funds*.

6.5 Transactions in debt securities with a related dealer – principal trades in debt securities

- (1) A portfolio manager or portfolio adviser, acting on behalf of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, or acting on behalf of a managed account as defined in section 6.1, may cause the investment fund or managed account to purchase a debt security of any issuer from, or sell a debt security of any issuer to, a dealer related to the portfolio manager, acting for its own account, if, at the time of the transaction,
 - (a) in the case of an investment fund that is not a reporting issuer,
 - (i) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the transaction, and
 - (ii) the independent review committee has approved the transaction in compliance with subsection 5.2(2),
 - (b) in the case of an investment fund that is a reporting issuer, the investment fund's independent review committee has approved the transaction in compliance with subsection 5.2(2),
 - (c) the investment management agreement for the managed account authorizes the purchase or sale of the debt security,
 - (d) the bid and ask price of the security transacted is readily available,
 - (e) the purchase is not executed at a price that is higher than the available ask price or the sale is not executed at a price that is lower than the available bid price, and
 - (f) the purchase or sale is subject to the applicable market integrity requirements as defined in section 6.1.
- (2) An investment fund, or a portfolio manager on behalf of a managed account referred to in subsection (1), must keep records in accordance with the record-keeping requirements applicable to registered firms set out in sections 11.5 and 11.6 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.
- (3) With respect to a purchase or sale of a security referred to in subsection (1), the inter-fund self-dealing investment prohibitions do not apply to any of the following:
 - (a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (b) a portfolio manager or portfolio adviser of a managed account;
 - (c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
 - (d) a managed account..

7. *Appendix B Inter-Fund Self-Dealing Conflict of Interest Provisions is replaced with the following:***APPENDIX B INTER-FUND SELF-DEALING CONFLICT OF INTEREST PROVISIONS**

JURISDICTION	LEGISLATION REFERENCE
Alberta	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
British Columbia	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Manitoba	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
New Brunswick	Paragraph 144(1)(b) of the <i>Securities Act</i> (New Brunswick) Subsection 11.7(6) of Local Rule 31-501 <i>Registration Requirements</i> Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Newfoundland and Labrador	Paragraph 119(2)(b) of the <i>Securities Act</i> (Newfoundland and Labrador) Subsection 103(6) of Reg. 805/96 Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Northwest Territories	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Nova Scotia	Paragraph 126(2)(b) of the <i>Securities Act</i> (Nova Scotia) Subsection 32(6) of the General Securities Rules Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Nunavut	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and section 4.2 of National Instrument 81-102 <i>Investment Funds</i>
Ontario	Paragraph 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements, Exemptions and</i>

	<i>Ongoing Registrant Obligations and section 4.2 of National Instrument 81-102 Investment Funds</i>
Prince Edward Island	<i>Paragraph 13.5(2)(b) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and section 4.2 of National Instrument 81-102 Investment Funds</i>
Quebec	<i>Paragraph 13.5(2)(b) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and section 4.2 of National Instrument 81-102 Investment Funds</i>
Saskatchewan	<i>Paragraph 13.5(2)(b) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and section 4.2 of National Instrument 81-102 Investment Funds</i>
Yukon	<i>Paragraph 13.5(2)(b) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and section 4.2 of National Instrument 81-102 Investment Funds</i>

Effective Date

8. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 5-D
CHANGES TO
COMMENTARY IN
NATIONAL INSTRUMENT 81-107 INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS**

1. **The Commentary to National Instrument 81-107 Independent Review Committee for Investment Funds is changed by this Document.**
2. **Commentary 2 to section 1.1 is changed by adding the following:**

Part 6, however, provides exemptions that may be relied on in connection with certain trades involving managed accounts and investment funds that are not reporting issuers..
3. **Commentary to section 2.2 is changed by adding the following paragraph:**
 5. *The CSA do not consider a manager's organization of an investment fund (such as the initial setting of fees or the initial choice of service providers) to be subject to IRC review, unless the manager's decisions give rise to a conflict of interest concerning the manager's obligations to existing investment funds within the manager's fund family. However, the CSA expect the manager will establish policies and procedures for any conflict of interest matters arising from the investment fund's organization or otherwise and refer to the IRC these policies and procedures and any decisions related to such matters.*

It is anticipated that the manager will wish to engage the IRC early in the establishment of any new investment fund to ensure the IRC is adequately informed of potential new conflicts of interest..
4. **Commentary to section 5.1 is changed by adding the following paragraph:**
 5. *The CSA do not consider the expenses incurred by existing investment funds in establishing an IRC under this Instrument to be caught in section 5.1 of NI 81-107. We do not view section 5.1 as intending to capture the costs associated with compliance by an investment fund with new regulatory requirements..*
5. **Commentary 2 to section 6.1 is changed**
 - (a) **by adding the following after "investment funds":**

, including investment funds that are not reporting issuers and managed accounts.,
 - (b) **by adding the following at the end of the first paragraph:**

The CSA are of the view that this section applies to inter-fund trades between fund families of the same manager provided the purchase or sale is made in accordance with subsection (2)., and
 - (c) **by replacing the second paragraph with the following:**

Funds that are not reporting issuers must appoint an IRC for the purpose of approving inter-fund trades in order to be eligible to rely upon the exemption. At a minimum, the IRC for the funds that are not reporting issuers must comply with sections 3.7 and 3.9 of the Instrument. It is up to the IRC and the manager to tailor the IRC's responsibilities for investment funds that are not reporting issuers beyond that.

The portfolio manager or portfolio adviser of a managed account must obtain the authorization of its client to conduct inter-fund trades in the investment management agreement in order to be eligible to rely upon the exemption..
6. **Commentary 7 to section 6.1 is changed by replacing the reference to "Paragraph 2(c)" with "Paragraph 2(d)".**
7. **Commentary 8 to section 6.1 is changed by replacing the reference to "paragraph 2(f)" with "paragraph 2(g)".**
8. **Commentary 9 to section 6.1 is changed by replacing the paragraph with the following:**

Subsection 2.1 sets expectations regarding the records of the investment fund must keep of its inter-fund trades made in reliance on this section. These records should comply with the recordkeeping requirements applicable to registered firms as set out in sections 11.5 and 11.6 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations..

9. Commentary 1 to section 6.2 is changed

- (a) **by replacing** “mutual funds” **with** “investment funds”, **and**
- (b) **by adding** “including investment funds that are not reporting issuers,” **after** “elsewhere in Canada,”.

10. Commentary 2 to section 6.2 is changed by adding the following after the second paragraph:

Funds that are not reporting issuers must appoint an IRC for the purpose of approving inter-fund trades in order to be eligible to rely upon the exemption. At a minimum, the IRC for the funds that are not reporting issuers must comply with sections 3.7 and 3.9 of the Instrument. It is up to the IRC and the manager to tailor the IRC’s responsibilities for investment funds that are not reporting issuers beyond that.

11. The following is added after section 6.3:

Commentary

1. *This section is intended to relieve investment funds, including investment funds that are not reporting issuers, from the prohibitions in the securities legislation of each securities regulatory authority that preclude investments in debt securities of related issuers that do not trade on an exchange. Because these securities do not trade on an exchange, paragraphs (2)(c) and (2)(d) impose alternative criteria to help ensure the investments occur at a fair and objective price.*
2. *This section sets out the minimum conditions for purchases to proceed without regulatory exemptive relief. An IRC may consider including in any approval any terms or conditions in prior exemptive relief orders, waivers or approvals obtained from the securities regulatory authorities. The CSA expect that the IRC may give its approval in the form of a standing instruction as described in section 5.4 to allow the manager greater flexibility in its decisions.*

Funds that are not reporting issuers must appoint an IRC for the purpose of approving inter-fund trades in order to be eligible to rely upon the exemption. At a minimum, for the funds that are not reporting issuers, the IRC must comply with sections 3.7 and 3.9 of the Instrument. It is up to the IRC and the manager to tailor the IRC’s responsibilities for investment funds that are not reporting issuers beyond that.

3. *The designated rating referred to in this section is the “designated rating” as defined in paragraph (b) of its definition in National Instrument 44-101 Short Form Prospectus Distributions. Fund managers should note that the definition of designated rating in paragraph (b) of National Instrument 44-101 Short Form Prospectus Distributions also identifies the specific Designated Rating Organizations that are contemplated for the purpose of determining the designated rating.*
4. *This section contemplates that the manager will comply with the applicable reporting requirements under securities legislation for each purchase. The filing referred to in subsection (3) should be filed on the SEDAR group profile number of the investment fund, as a continuous disclosure document.*
5. *If an IRC gives its approval for the investment fund to purchase securities of an issuer described in this section, and then subsequently withdraws its approval for additional purchases, the CSA will not consider the continued holding of the securities to be subject to paragraph 1.2(b) of the Instrument. However, we will expect the manager to consider whether continuing to hold those securities is a conflict of interest matter that paragraph 1.2(a) of the Instrument would require the manager to refer to the IRC..*

12. The following is added after section 6.4:

Commentary

1. *This section is intended to relieve investment funds, including investment funds that are not reporting issuers, from the prohibitions in the securities legislation of each securities regulatory authority that preclude investments in debt securities of related issuers under primary treasury offerings or distributions by those issuers. The additional conditions in this section to IRC approval are designed to mitigate the risk of the related issuer using the investment funds as captive financing vehicles and impose alternative criteria to help ensure the investments occur at a fair and objective price.*
2. *This section sets out the minimum conditions for purchases to proceed without regulatory exemptive relief. An IRC may consider including in any approval any terms or conditions in prior exemptive relief orders, waivers or approvals obtained from the securities regulatory authorities. The CSA expect that the IRC may give its approval*

in the form of a standing instruction as described in section 5.4 to allow the manager greater flexibility in its decisions.

Funds that are not reporting issuers must appoint an IRC for the purpose of approving inter-fund trades in order to be eligible to rely upon the exemption. At a minimum, for the funds that are not reporting issuers, the IRC must comply with sections 3.7 and 3.9 of the Instrument. It is up to the IRC and the manager to tailor the IRC's responsibilities for investment funds that are not reporting issuers beyond that.

3. The designated rating referred to in this section is the "designated rating" as defined in paragraph (b) of its definition in National Instrument 44-101 Short Form Prospectus Distributions. Fund managers should note that the definition of designated rating in paragraph (b) of National Instrument 44-101 Short Form Prospectus Distributions also identifies the specific Designated Rating Organizations that are contemplated for the purpose of determining the designated rating.
4. This section contemplates that the manager will comply with the applicable reporting requirements under securities legislation for each purchase. The filing referred to in subsection 6.4(2) should be filed on the SEDAR group profile number of the investment fund, as a continuous disclosure document.
5. If an IRC gives its approval for the investment fund to purchase securities of an issuer described in this section, and then subsequently withdraws its approval for additional purchases, the CSA will not consider the continued holding of the securities to be subject to paragraph 1.2(b) of the Instrument. However, we will expect the manager to consider whether continuing to hold those securities is a conflict of interest matter that paragraph 1.2(a) of the Instrument would require the manager to refer to the IRC..

13. The following is added after the newly added section 6.5:

Commentary

1. The term "inter-fund self-dealing investment prohibitions" is defined in section 1.5 of this Instrument. For the purposes of this section, it is intended to capture the prohibitions in the securities legislation and certain regulations of each securities regulatory authority regarding trades in securities between an investment fund or a managed account and a related dealer acting as principal for its own account.

This section is intended to relieve investment funds, including managed accounts and investment funds that are not reporting issuers, from the inter-fund self-dealing prohibitions in connection with principal trades in debt securities. Because debt securities do not generally trade on an exchange, the additional conditions in this section to IRC approval impose alternative criteria to help ensure the investments occur at a fair and objective price.

2. This section sets out the minimum conditions for purchases to proceed without regulatory exemptive relief. An IRC may consider including in any approval any terms or conditions in prior exemptive relief orders, waivers or approvals obtained from the securities regulatory authorities. The CSA expect that the IRC may give its approval in the form of a standing instruction as described in section 5.4 to allow the manager greater flexibility in its decisions.

Funds that are not reporting issuers must appoint an IRC for the purpose of approving principal trades in debt securities in order to be eligible to rely upon the exemption. At a minimum, the IRC for the funds that are not reporting issuers must comply with sections 3.7 and 3.9 of the Instrument. It is up to the IRC and the manager to tailor the IRC's responsibilities for investment funds that are not reporting issuers beyond that. The portfolio manager or portfolio adviser of a managed account must obtain the authorization of its client to conduct principal trades with a related dealer in the investment management agreement in order to be eligible to rely upon the exemption.

3. Subsection (2) sets out the minimum expectations regarding the records an investment fund must keep of its trades made in reliance on this section. The records should be detailed and sufficient to establish a proper audit trail of the transactions..

14. Commentary 1 to section 7.2 is deleted.

15. The Commentary to section 8.2 is deleted.

16. These changes become effective on January 5, 2022.

**SCHEDULE 5-E
AMENDMENT TO
NATIONAL INSTRUMENT 45-106 PROSPECTUS EXEMPTIONS**

1. ***National Instrument 45-106 Prospectus Exemptions is amended by this Instrument.***
2. ***In Section 1.1, the definition of “designated rating” is replaced with the following:***
“designated rating” has the same meaning as in National Instrument 81-102 *Investment Funds*;

Effective Date

3. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 5-F
AMENDMENT TO
NATIONAL INSTRUMENT 81-106 *INVESTMENT FUND CONTINUOUS DISCLOSURE***

1. ***National Instrument 81-106 Investment Fund Continuous Disclosure is amended by this Instrument.***
2. ***In Section 1.1, the definition of “designated rating” is replaced with the following:***

“designated rating” has the same meaning as in National Instrument 81-102 *Investment Funds*;

Effective Date

3. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 5-G
AMENDMENT TO
NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS, EXEMPTIONS AND
ONGOING REGISTRANT OBLIGATIONS**

1. ***National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.***
2. ***In Section 1.1, the definition of “designated rating” is replaced with the following:***
"designated rating" has the same meaning as in National Instrument 81-102 *Investment Funds*;

Effective Date

3. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

WORKSTREAM 6
SCHEDULE 6-A
AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS

1. ***National Instrument 81-102 Investment Funds is amended by this Instrument.***
2. ***Subparagraph 5.3(2)(a)(iii) is replaced with the following:***
 - (iii) all of the following apply to the reorganization or transfer of assets of the investment fund:
 - (A) subparagraph 5.6(1)(a)(i), clause 5.6(1)(a)(ii)(A), subparagraph 5.6(1)(a)(iii) and subparagraph 5.6(1)(a)(iv);
 - (B) subparagraph 5.6(1)(b)(i);
 - (C) paragraph 5.6(1)(c);
 - (D) paragraph 5.6(1)(d);
 - (E) paragraph 5.6(1)(g);
 - (F) paragraph 5.6(1)(h);
 - (G) paragraph 5.6(1)(i);
 - (H) paragraph 5.6(1)(j);
 - (I) paragraph 5.6(1)(k);.
3. ***Subparagraph 5.6(1)(a) is replaced with the following:***
 - (a) the investment fund is being reorganized with, or its assets are being transferred to, another investment fund to which this Instrument applies, and all of the following apply:
 - (i) the other investment fund is managed by the manager, or an affiliate of the manager, of the investment fund;
 - (ii) either of the following apply:
 - (A) a reasonable person would consider the other investment fund to have substantially similar fundamental investment objectives and valuation procedures, and a substantially similar fee structure, to those of the investment fund;
 - (B) if the other investment fund has different fundamental investment objectives or valuation procedures or a different fee structure, the following apply:
 - (I) the manager reasonably believes that the transaction is in the best interests of the investment fund despite the differences;
 - (II) the circular referred to in subparagraph (f)(i) includes disclosure of the differences and explains why the manager is of the belief that the transaction is in the best interests of the investment fund despite the differences;
 - (iii) the other investment fund is not in default of any requirement of securities legislation;
 - (iv) the other investment fund is a reporting issuer in the local jurisdiction and, if it is a mutual fund, has a current prospectus in the local jurisdiction;.
4. ***Paragraph 5.6(1)(b) is replaced with the following:***
 - (b) either of the following apply:
 - (i) the transaction is a "qualifying exchange" within the meaning of section 132.2 of the ITA or is a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA;

- (ii) if the transaction is not a "qualifying exchange" within the meaning of section 132.2 of the ITA or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA, the following apply:
 - (A) the manager reasonably believes that the transaction is in the best interests of the investment fund despite the tax treatment of the transaction;
 - (B) the circular referred to in subparagraph (f)(i)
 - (I) discloses that the transaction is not a "qualifying exchange" within the meaning of section 132.2 of the ITA or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA,
 - (II) discloses the reason why the transaction is not structured so that subparagraph (i) applies, and
 - (III) explains why the manager is of the belief that the transaction is in the best interests of the investment fund despite the tax treatment of the transaction;.

Effective Date

5. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 6-B
CHANGE TO
COMPANION POLICY 81-102 INVESTMENT FUNDS**

1. ***Companion Policy 81-102 Investment Funds is changed by this Document.***
2. ***Section 7.2 is replaced with*** “Subsection 5.6(1) of the Instrument provides that mergers of investment funds may be carried out on the conditions described in that subsection without prior approval of the securities regulatory authority. The Canadian securities regulatory authorities consider that the types of transactions contemplated by subsection 5.6(1) of the Instrument when carried out in accordance with the conditions of that subsection address the fundamental regulatory concerns raised by mergers of investment funds. This includes circumstances where a transaction does not satisfy the pre-approval criteria in clause 5.6(1)(a)(ii)(A) or subparagraph 5.6(1)(b)(i) but certain conditions are satisfied. In particular, the manager must come to the determination that the transaction is in the best interests in the investment fund and explain that view in the materials sent to securityholders. In circumstances where portfolios of the consolidating investment funds will be required to be realigned before a merger, the Canadian securities regulatory authorities note that paragraph 5.6(1)(h) of the Instrument provides that none of the costs and expenses associated with the transaction may be borne by the investment fund. Brokerage commissions payable as a result of any portfolio realignment necessary to carry out the transaction would, in the view of the Canadian securities regulatory authorities, be costs and expenses associated with the transaction.”.
3. This change becomes effective on January 5, 2022.

WORKSTREAM 7
SCHEDULE 7-A
AMENDMENTS TO
NATIONAL INSTRUMENT 81-102 INVESTMENT FUNDS

1. ***National Instrument 81-102 Investment Funds is amended by this Instrument.***
2. ***Subsection 5.4(2) is replaced by the following:***
 - (2) The notice referred to in subsection (1) must contain or be accompanied by the following:
 - (a) a statement in an information circular that includes all of the following:
 - (i) a description of the change or transaction proposed to be made or entered into;
 - (ii) in the case of a matter referred to in paragraph 5.1(1)(a) or (a.1), the effect that the change would have had on the management expense ratio of the investment fund if the change were in effect throughout the investment fund's last completed financial year;
 - (iii) in the case of a matter referred to in paragraph 5.1(1)(b),
 - (A) all material information regarding the business, management and operations of the new manager, including, for greater certainty, details of the history and background of its executive officers and directors within the 5 years preceding the date of the notice or statement,
 - (B) a description of all material effects the change will have on the business, operations or affairs of the investment fund,
 - (C) a description of all material effects the change will have on the investment fund's securityholders, and
 - (D) a description of any material changes made to any material contract regarding the administration of the investment fund;
 - (iv) the date of the proposed implementation of the change or transaction;
 - (b) all information and documents required to be sent in order to comply with the applicable proxy solicitation provisions of securities legislation for the meeting..
3. ***Subsection 5.5(1) is amended***
 - (a) ***by repealing paragraphs (a) and (a.1),***
 - (b) ***by adding "or" at the end of paragraph (b), and***
 - (c) ***by repealing paragraph (c).***
4. ***Paragraphs 5.7(1)(a) and (c) are repealed.***

Effective Date

5. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 7-B
CHANGE TO
COMPANION POLICY 81-102 INVESTMENT FUNDS**

1. ***Companion Policy 81-102 Investment Funds is changed by this Document.***
2. ***Section 7.1 is repealed.***
3. This change becomes effective on January 5, 2022.

WORKSTREAM 8

SCHEDULE 8-A
AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 *GENERAL PROSPECTUS REQUIREMENTS*

1. ***National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.***
2. ***Part 3C is amended by adding the following sections:***
 - 3C.2.2 **Delivery of ETF facts documents for subsequent purchases under a pre-authorized purchase plan or a portfolio rebalancing plan**
 - (1) In this section:

“**portfolio rebalancing plan**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;

“**pre-authorized purchase plan**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.
 - (2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with a purchase of a security of an ETF made pursuant to a pre-authorized purchase plan or a portfolio rebalancing plan if all of the following apply:
 - (a) the purchase is not the first purchase under the plan;
 - (b) the dealer has provided a notice to the purchaser that states
 - (i) that the purchaser will not receive an ETF facts document after the date of the notice, unless the purchaser specifically requests the document,
 - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed ETF facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
 - (iii) how to access the ETF facts document electronically,
 - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of an ETF under the plan, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus, and
 - (v) that the purchaser may terminate the plan at any time;
 - (c) at least annually during the term of the plan, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed ETF facts document;
 - (d) the dealer delivers or sends the most recently filed ETF facts document to the purchaser if the purchaser requests the document.

3C.2.3 **Delivery of ETF facts documents for managed accounts and permitted clients**

- (1) In this section:

“**managed account**” has the same meaning as in section 1.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

“**permitted client**” has the same meaning as in section 1.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

- (2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with the purchase of a security of the ETF if either of the following apply:
- (a) the purchase is made in a managed account;
 - (b) the purchaser is a permitted client that is not an individual.

3C.2.4 Delivery of ETF facts documents for automatic switch programs

- (1) In this section:

“**automatic switch**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;

“**automatic switch program**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.

- (2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with the purchase of a security of the ETF made as an automatic switch pursuant to an automatic switch program if all of the following apply:
- (a) the purchase is not the first purchase under the automatic switch program;
 - (b) the dealer has provided a notice to the purchaser that states
 - (i) that the purchaser will not receive an ETF facts document after the date of the notice, unless the purchaser specifically requests the document,
 - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed ETF facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
 - (iii) how to access the ETF facts document electronically, and
 - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of an ETF under the automatic purchase program, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus;
 - (c) at least annually, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed ETF facts document;
 - (d) the dealer delivers or sends the most recently filed ETF facts document to the purchaser if the purchaser requests the document;
 - (e) with respect to the first purchase under the automatic switch program, the ETF facts document delivered or sent to the purchaser included the ETF facts automatic switch program information as defined in Appendix F..

3. **Subsection 3C.3(1) is amended by replacing “3C.2” with “3C.2, 3C.2.2 or 3C.2.4”.**

4. **The following appendix is added:**

APPENDIX F

ETF Facts Automatic Switch Program Information for Section 3C.2.4

For the purposes of paragraph 3C.2.4(2)(e), “ETF facts automatic switch program information” means a completed Form 41-101F4 *Information Required in an ETF Facts Document* modified as follows:

- (a) the heading under item 1(d) of Part I includes the name of each class or series of securities of the ETF in the automatic switch program;

- (b) the brief introduction to the ETF facts document under item 1(h) of Part I includes the name of each class or series of securities of the ETF in the automatic switch program;
- (c) item 2(1) of Part I includes, for each class or series of securities of the ETF in the automatic switch program, the date the securities of the class or series first became available to the public;
- (d) item 2(1) of Part I includes the management expense ratio of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (e) the “Quick Facts” table referred to in item 2(1) of Part 1 includes a footnote that states all of the following:
 - (i) that the ETF facts document pertains to all of the classes or series of securities of the ETF in the automatic switch program;
 - (ii) that further details about the automatic switch program are disclosed in the “How much does it cost?” section of the ETF facts document;
 - (iii) that further details, about the minimum investment amount applicable to each of the classes or series of securities of the ETF in the automatic switch program, are disclosed in the fee decrease table under the sub-heading “ETF expenses” of the ETF facts document ;
 - (iv) that the management expense ratio of each of the classes or series of securities of the ETF in the automatic switch program is disclosed in the “ETF expenses” section of the ETF facts document;
- (f) item 2(2) of Part I includes the ticker symbols of each of class or series of securities of the ETF in the automatic switch program;
- (g) item 2(2) of Part I includes the average daily volume of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (h) item 2(2) of Part I includes the number of days traded of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (i) item 2(3) of Part I includes the market price of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (j) item 2(3) of Part I includes the net asset value of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (k) item 2(3) of Part I includes the average bid-ask spread of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;
- (l) item 5(1) of Part I includes all of the following as part of the introduction:
 - (i) under the heading “How has the ETF performed?”, the name of only the class or series of securities of the ETF with the highest management fees;
 - (ii) a statement explaining that the performance for each of the classes or series of securities of the ETF in the automatic switch program will be similar to the performance of the class or series of securities of the ETF with the highest management fee, but will vary as a result of the difference in fees, as set out in the fee decrease table under the sub-heading “ETF expenses”;
- (m) item 5(3), (4) and (5) of Part I, under the sub-headings “Year-by-year returns,” “Best and worst 3-month returns,” and “Average return”, includes the required performance data relating only to the class or series of securities of the ETF with the highest management fee;
- (n) item 1(1.1) of Part II includes all of the following:
 - (i) under the heading “How much does it cost?”, in the introductory statement, the name of each class or series of securities of the ETF in the automatic switch program;

- (ii) as a part of the introductory statement, a summary of the automatic switch program that includes all of the following:
 - (A) an explanation that the automatic switch program offers separate classes or series of securities of the ETF that charge progressively lower management fees;
 - (B) an explanation of the scenarios in which the automatic switches will be made, including, for greater certainty, the scenario in which automatic switches will be made due to the purchaser no longer meeting the minimum investment amount for a particular class or series of securities of the ETF;
 - (C) a statement that a purchaser will not pay higher management fees as a result of the automatic switches than those charged to the class or series of securities of the ETF with the highest management fee;
 - (D) a statement that information about the progressively lower management fees for the classes or series of securities of the ETF in the automatic switch program is available in the fee decrease table under the sub-heading “ETF expenses” of the ETF facts document;
 - (E) a statement that further details about the automatic switch program are disclosed in specific sections of the prospectus of the ETF;
 - (F) a statement that purchasers should speak to their representative for more information about the automatic switch program;
- (o) if the ETF is not newly established, item 1(1.3)(2) of Part II includes all of the following:
 - (i) the management expense ratio and ETF expenses of each of the classes or series of securities of the ETF in the automatic switch program or, if certain expense information is not available for a particular class or series of securities, the words “not available” in the corresponding part of the table;
 - (ii) a row in the “Annual rate” table
 - (A) in which the first column states “For every \$1,000 invested, this equals:”, and
 - (B) that discloses the respective equivalent dollar amounts of the ETF expenses of each class or series of securities of the ETF in the automatic switch program included in the table for every \$1,000 invested;
- (p) item 1(1.3)(2) of Part II includes, at the end of the disclosure under the sub-heading “ETF expenses”, all of the following:
 - (i) a table that includes
 - (A) the name of, and minimum investment amounts associated with, each class or series of securities of the ETF in the automatic switch program, and
 - (B) the combined management and administration fee decrease of each class or series of securities of the ETF in the automatic switch program from the management fee of the class or series of securities of the ETF with the highest management fee, disclosed as a percentage;
 - (ii) an introduction to the table referred to in subparagraph (i) stating that the table sets out the combined management and administration fee decrease of each class or series of securities of the ETF in the automatic switch program from the management fee of the class or series of securities of the ETF with the highest management fee;
- (q) if all the classes or series of securities of the ETF in the automatic switch program are not newly established, item 1(1.3)(3) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;

- (ii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the ETF expenses were as follows:”;
- (r) if some of the classes or series of securities of the ETF in the automatic switch program are newly established, item 1(1.3)(3) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;
 - (ii) a statement disclosing that the ETF expenses information is not available for certain classes or series of securities of the ETF in the automatic switch program because they are new;
 - (iii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the ETF expenses were as follows:”;
- (s) if the ETF is newly established, item 1(1.3)(4) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;
 - (ii) the rate of the management fee of only the class or series of securities of the ETF with the highest management fee;
 - (iii) a statement that the operating expenses and trading costs are not yet available because the ETF is new..

5. Subsection (11) of the General Instructions of Form 41-101F4 Information Required in an ETF Facts Document is replaced with the following:

- (11) *Unless the exception in section 3C.2.4 of National Instrument 41-101 General Prospectus Requirements applies, an ETF facts document must disclose information about only one class or series of securities of an ETF. ETFs that have more than one class or series that are referable to the same portfolio of assets must prepare a separate ETF facts document for each class or series..*

Expiration of exemptions and waivers

6. (1) Any exemption from or waiver of a provision of National Instrument 41-101 *General Prospectus Requirements* in relation to ETF facts document delivery requirements in section 3C.2(2) for ETFs in a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program expires on January 5, 2022.
- (2) In British Columbia, subsection (1) does not apply.

Transition for pre-authorized purchase plans, portfolio rebalancing plans and automatic switch programs

7. (1) In this section,
- “**automatic switch**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;
- “**automatic switch program**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;
- “**portfolio rebalancing plan**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;
- “**pre-authorized purchase plan**” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.
- (2) For the purposes of section 3C.2.2 and 3C.2.4 of National Instrument 41-101 *General Prospectus Requirements*, as enacted by section 2 of this Instrument, the first purchase of a security of an ETF made pursuant to a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program on or after January 5, 2022 is considered to be the first purchase under the plan or program, as applicable.

- (3) Subsection (1) does not apply to a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program established before January 5, 2022 if a notice providing information substantially similar to the notice referred to in paragraph 3C.2.2(2)(c) or 3C.2.4(2)(c) of National Instrument 41-101 *General Prospectus Requirements*, as enacted by section 2 of this Instrument, was delivered or sent to the purchaser between January 5, 2021 and January 5, 2022.

Effective date

8. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**SCHEDULE 8-B
AMENDMENTS TO
NATIONAL INSTRUMENT 81-101 *MUTUAL FUND PROSPECTUS DISCLOSURE***

1. *National Instrument 81-101 Mutual Fund Prospectus Disclosure is amended by this Instrument.*

2. *Section 1.1 is amended by adding the following definitions:*

“automatic switch” means a purchase of securities of a class or series of securities of a mutual fund, immediately following a redemption of the same value of securities of another class or series of securities of that mutual fund, if the only material differences between the two classes or series are both of the following:

- (a) a difference in the management fees;
- (b) a difference in the purchaser’s minimum investment amounts;

“automatic switch program” means an agreement under which automatic switches are to be made on predetermined dates for a purchaser of securities of a class or series of a mutual fund as a result of the purchaser

- (a) satisfying the minimum investment amount for the class or series, and
- (b) failing to satisfy, in whole or in part, the minimum investment amount for the class or series of securities of the mutual fund that were subject to the automatic switch because those securities were redeemed;

“portfolio rebalancing plan” means an agreement, that can be terminated at any time, under which a purchaser

- (a) selects
 - (i) a portfolio of securities of two or more mutual funds, and
 - (ii) target weightings for securities of each of those mutual funds held by the purchaser, and
- (b) on predetermined dates, purchases or redeems securities referred to in paragraph (a) in order to bring the holdings of each of those securities within the applicable target weighting;.

3. *Section 3.2.01 is amended*

(a) *by replacing subparagraph (4)(a)(ii) with the following:*

- (ii) delivered or sent to the purchaser in accordance with section 3.2.02 and the conditions set out in that section are satisfied,.

(b) *by replacing paragraph (4)(b) with the following:*

- (b) section 3.2.03 or 3.2.05 applies and the conditions set out in the applicable section are satisfied, or, **and**

(c) *by replacing paragraph (4)(c) with the following:*

- (c) section 3.2.04 or 3.2.04.1 applies..

4. *Section 3.2.03 is replaced with the following:*

3.2.03 *Delivery of Fund Facts Document for Subsequent Purchases Under a Pre-authorized Purchase Plan or a Portfolio Rebalancing Plan*

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with a purchase of a security of the mutual fund made pursuant to a pre-authorized purchase plan or a portfolio rebalancing plan if all of the following apply:

- (a) the purchase is not the first purchase under the plan;
- (b) the dealer has provided a notice to the purchaser that states
 - (i) that the purchaser will not receive a fund facts document after the date of the notice unless the purchaser specifically requests the document,

- (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed fund facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
 - (iii) how to access the fund facts document electronically,
 - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of a mutual fund under the plan, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus, and
 - (v) that the purchaser may terminate the plan at any time;
- (c) at least annually during the term of the plan, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed fund facts document;
 - (d) the dealer delivers or sends the most recently filed fund facts document to the purchaser if the purchaser requests the document..

5. Section 3.2.04 is replaced with the following:

3.2.04 Delivery of Fund Facts Document for Managed Accounts and Permitted Clients

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with the purchase of a security of the mutual fund if either of the following apply:

- (a) the purchase is made in a managed account;
- (b) the purchaser is a permitted client that is not an individual..

6. Section 3.2.05 is replaced with the following:

3.2.05 Delivery of Fund Facts Document for Automatic Switch Programs

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with the purchase of a security of the mutual fund made as an automatic switch pursuant to an automatic switch program if all of the following apply:

- (a) the purchase is not the first purchase under the automatic switch program;
- (b) the dealer has provided a notice to the purchaser that states
 - (i) that the purchaser will not receive a fund facts document after the date of the notice unless the purchaser specifically requests the document,
 - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed fund facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
 - (iii) how to access the fund facts document electronically, and
 - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of a mutual fund under the automatic purchase program, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus;
- (c) at least annually, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed fund facts document;
- (d) the dealer delivers or sends the most recently filed fund facts document to the purchaser if the purchaser requests the document;

- (e) with respect to the first purchase under the automatic switch program, the fund facts document delivered or sent to the purchaser included the fund facts automatic switch program information as defined in Appendix A..

7. The following is added after section 3.2.05:

3.2.06 Electronic Delivery of the Fund Facts Document

- (1) If the purchaser of a security of a mutual fund consents, a fund facts document that may be or is required to be delivered or sent under this Part may be delivered or sent electronically.
- (2) For the purposes of subsection (1), a fund facts document may be delivered or sent to the purchaser by means of an e-mail that contains either of the following:
 - (a) the fund facts document as an attachment;
 - (b) a hyperlink that leads directly to the fund facts document..

8. Section 5.2 is amended

- (a) **by replacing “3.2.03, or 3.2.04” with “3.2.03, or 3.2.05” in subsection (4), and**
- (b) **by replacing “3.2.03, or 3.2.04;” with “3.2.03, or 3.2.05;” in paragraph (4)(c).**

9. The following Appendix A is added following NI 81-101:

APPENDIX A

Fund Facts Automatic Switch Program Information for Section 3.2.05

For the purposes of paragraph 3.2.05(e), “fund facts automatic switch program information” means a completed Form 81-101F3 *Contents of Fund Facts Document* modified as follows:

- (a) the heading under item 1(c.1) of Part I includes the name of each class or series of securities of the mutual fund in the automatic switch program;
- (b) the brief introduction to the fund facts document under item 1(e) of Part I includes the name of each class or series of securities of the mutual fund in the automatic switch program;
- (c) item 2 of Part I includes the fund codes of each of the classes or series of securities of the mutual fund in the automatic switch program;
- (d) item 2 of Part I includes, for each class or series of securities of the mutual fund in the automatic switch program, the date the securities of the class or series first became available to the public;
- (e) item 2 of Part I includes the management expense ratio of only the class or series of securities of the mutual fund in the automatic switch program with the highest management fee;
- (f) item 2 of Part I includes the minimum investment amount and each additional investment amount of only the class or series of securities of the mutual fund in the automatic switch program with the highest management fee;
- (g) the “Quick Facts” table referred to in item 2 of Part I includes a footnote that states all of the following:
 - (i) that the fund facts document pertains to all of the classes or series of securities of the mutual fund in the automatic switch program;
 - (ii) that further details about the automatic switch program are disclosed in the “How much does it cost?” section of the fund facts document;
 - (iii) that further details about the minimum investment amount applicable to each of the classes or series of securities of the mutual fund in the automatic switch program are disclosed in the fee decrease table under the sub-heading “Fund expenses” of the fund facts document;

- (iv) that the management expense ratio of each of the classes or series of securities of the mutual fund in the automatic switch program is disclosed in the “Fund expenses” section of the fund facts document;
- (h) item 5(1) of Part I includes all of the following as part of the introduction:
 - (i) under the heading “How has the fund performed?”, the name of only the class or series of securities of the mutual fund with the highest management fees;
 - (ii) a statement explaining that the performance for each of the classes or series of securities of the mutual fund in the automatic switch program will be similar to the performance of the class or series of securities of the mutual fund with the highest management fee, but will vary as a result of the difference in fees, as set out in the fee decrease table under the sub-heading “Fund expenses”;
- (i) item 5(2), (3) and (4) of Part I, under the sub-headings “Year-by-year returns,” “Best and worst 3-month returns,” and “Average return”, includes the required performance data relating only to the class or series of securities of the mutual fund with the highest management fee;
- (j) item 1(1.1) of Part II includes all of the following:
 - (i) under the heading “How much does it cost?”, in the introductory statement, the name of each class or series of securities of the mutual fund in the automatic switch program;
 - (ii) as a part of the introductory statement, a summary of the automatic switch program that includes all of the following:
 - (A) an explanation that the automatic switch program offers separate classes or series of securities of the mutual fund that charge progressively lower management fees;
 - (B) an explanation of the scenarios in which the automatic switches will be made, including, for greater certainty, the scenario in which automatic switches will be made due to the purchaser no longer meeting the minimum investment amount for a particular class or series of securities of the mutual fund;
 - (C) a statement that a purchaser will not pay higher management fees as a result of the automatic switches than those charged to the class or series of securities of the mutual fund with the highest management fee;
 - (D) a statement that information about the progressively lower management fees for the classes or series of securities of the mutual fund in the automatic switch program is available in the fee decrease table under the sub-heading “Fund expenses” of the fund facts document;
 - (E) a statement that further details about the automatic switch program are disclosed in specific sections of the simplified prospectus of the mutual fund;
 - (F) a statement that purchasers should speak to their representative for more information about the automatic switch program;
- (k) item 1(1.2) of Part II, under the sub-heading “Sales charges”, includes the names of each class or series of securities of the mutual fund in the automatic switch program in the introduction, if applicable;
- (l) if the mutual fund is not newly established, item 1(1.3)(2) of Part II includes all of the following:
 - (i) the management expense ratio and fund expenses of each of the classes or series of securities of the mutual fund in the automatic switch program or, if certain expense information is not available for a particular class or series of securities, the words “not available” in the corresponding part of the table;
 - (ii) a row in the “Annual rate” table
 - (A) in which the first column states “For every \$1,000 invested, this equals:”, and

- (B) that discloses the respective equivalent dollar amounts of the fund expenses of each class or series of securities of the mutual fund in the automatic switch program included in the table for every \$1,000 invested;
- (m) item 1(1.3)(2) of Part II includes, at the end of the disclosure under the sub-heading “Fund expenses”, all of the following:
 - (i) a table that includes
 - (A) the name of, and minimum investment amounts associated with, each class or series of securities of the mutual fund in the automatic switch program, and
 - (B) the combined management and administration fee decrease of each class or series of securities of the mutual fund in the automatic switch program from the management fee of the class or series of securities of the mutual fund with the highest management fee, disclosed as a percentage;
 - (ii) an introduction to the table referred to in subparagraph (i) stating that the table sets out the combined management and administration fee decrease of each class or series of securities of the mutual fund in the automatic switch program from the management fee of the class or series of securities of the mutual fund with the highest management fee;
- (n) if all the classes or series of securities of the mutual fund in the automatic switch program are not newly established, item 1(1.3)(3) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;
 - (ii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently-filed management report of fund performance], the fund expenses were as follows:”;
- (o) if some of the classes or series of securities of the mutual fund in the automatic switch program are newly established, item 1(1.3)(3) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;
 - (ii) a statement disclosing that the fund expenses information is not available for certain classes or series of securities of the mutual fund in the automatic switch program because they are new;
 - (iii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the fund expenses were as follows:”;
- (p) if the mutual fund is newly established, item 1(1.3)(4) of Part II includes all of the following:
 - (i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;
 - (ii) the rate of the management fee of only the class or series of securities of the mutual fund with the highest management fee;
 - (iii) a statement that the operating expenses and trading costs are not yet available because the mutual fund is new..

10. Subsection (10) of the General Instructions of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:

- (10) *Unless the exception in section 3.2.05 of National Instrument 81-101 Mutual Fund Prospectus Disclosure applies, a fund facts document must disclose information about only one class or series of securities of a mutual*

fund. Mutual funds that have more than one class or series that are referable to the same portfolio of assets must prepare a separate fund facts document for each class or series..

- 11. Subsection (4) of Item 3 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:**
- (4) Unless the mutual fund is a newly established mutual fund, under the sub-heading “Top 10 investments [date]”, include a table disclosing all of the following:
- (a) the top 10 positions held by the mutual fund, each expressed as a percentage of the net asset value of the mutual fund;
 - (b) the percentage of net asset value of the mutual fund represented by the top 10 positions;
 - (c) the total number of positions held by the mutual fund..
- 12. Subsection (5) of Item 3 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:**
- (5) Unless the mutual fund is a newly established mutual fund, under the sub-heading “Investment mix [date]” include at least one, and up to two, charts or tables that illustrate the investment mix of the mutual fund’s investment portfolio..
- 13. Item 3 of Part I of Form 81-101F3 Contents of Fund Facts Document is amended by adding the following subsection:**
- (6) For a newly established mutual fund, state the following under the sub-headings “Top 10 investments [date]” and “Investment mix [date]”:
- This information is not available because this fund is new..
- 14. Subsection (3) of Item 4 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:**
- (3) If the mutual fund does not have any guarantee or insurance, under the sub-heading “No guarantees”, include a statement using wording substantially similar to the following:
- Like most mutual funds, this fund doesn’t have any guarantees. You may not get back the amount of money you invest..
- 15. Item 4 of Part I of Form 81-101F3 Contents of Fund Facts Document is amended by adding the following subsection:**
- (4) If the mutual fund does have a guarantee or insurance feature protecting all or some of the principal amount of an investment in the mutual fund, under the sub-heading “Guarantees”, disclose all of the following:
- (a) the identity of the person or company providing the guarantee or insurance;
 - (b) a brief description of the material terms of the guarantee or insurance, including the maturity date of the guarantee or insurance..
- 16. Subsection (1) of Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:**
- (1) Unless the mutual fund is a newly established mutual fund, under the heading “How has the fund performed?”, include an introduction using wording substantially similar to the following:
- This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed over the past [insert number of calendar years shown in the bar chart required under paragraph (2)(a)] years. Returns are after expenses have been deducted. These expenses reduce the fund’s returns..

17. Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is amended by adding the following subsection:

- (1.1) For a newly established mutual fund, under the heading “How has the fund performed?”, include an introduction using the following wording:

This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed. However, this information is not available because the fund is new..

18. Subsection (2) of Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:

- (2) Under the sub-heading “Year-by-year returns”,
 - (a) for a mutual fund that has completed at least one calendar year, include all of the following:
 - (i) a bar chart that shows the annual total return of the mutual fund, in chronological order with the most recent year on the right of the bar chart, for the lesser of
 - (A) each of the 10 most recently completed calendar years, and
 - (B) each of the completed calendar years in which the mutual fund has been in existence and which the mutual fund was a reporting issuer;
 - (ii) an introduction to the bar chart using wording substantially similar to the following:

This chart shows how [name of class/series of securities described in the fund facts document] [units/shares] of the fund performed in each of the past [insert number of calendar years shown in the bar chart required under paragraph (a)]. The fund dropped in value in [for the particular years shown in the bar chart required under paragraph (a), insert the number of years in which the value of the mutual fund dropped] of the [insert number of calendar years shown in the bar chart required in paragraph (a)] years. The range of returns and change from year to year can help you assess how risky the fund has been in the past. It does not tell you how the fund will perform in the future.

- (b) for a mutual fund that has not yet completed a calendar year, state the following:

This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed in past calendar years. However, this information is not available because the fund has not yet completed a calendar year.
- (c) for a newly established mutual fund, state the following:

This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed in past calendar years. However, this information is not available because the fund is new..

19. Subsection (3) of Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced with the following:

- (3) Under the sub-heading “Best and worst 3-month returns”,
 - (a) for a mutual fund that has completed at least one calendar year, include all of the following:
 - (i) information for the period covered in the bar chart required under paragraph (2)(a) in the form of the following table:

	Return	3 months ending	If you invested \$1,000 at the beginning of the period
Best return	(see instruction 8)	(see instruction 10)	Your investment would [rise/drop] to (see instruction 12).
Worst return	(see instruction 9)	(see instruction 11)	Your investment would [rise/drop] to (see instruction 13).

- (ii) an introduction to the table using wording substantially similar to the following:

This table shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period over the past [insert number of calendar years shown in the bar chart required under paragraph (2)(a)]. The best and worst 3-month returns could be higher or lower in the future. Consider how much of a loss you could afford to take in a short period of time.

- (b) for a mutual fund that has not yet completed a calendar year, state the following:

This section shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period. However, this information is not available because the fund has not yet completed a calendar year.

- (c) for a newly established mutual fund, state the following:

This section shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period. However, this information is not available because the fund is new..

20. Subsection (4) of Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is replaced the following subsection:

- (4) Under the sub-heading “Average return”,

- (a) for a mutual fund that has completed at least 12 consecutive months, include all of the following:

- (i) the final value of a hypothetical \$1000 investment in the mutual fund as at the end of the period that ends within 60 days before the date of the fund facts document and consists of the lesser of

(A) 10 years, and

(B) the time since inception of the mutual fund;

- (ii) the annual compounded rate of return that equates the hypothetical \$1000 investment to the final value.

- (b) for a mutual fund that has not yet completed 12 consecutive months, state the following:

This section shows the value and annual compounded rate of return of a hypothetical \$1,000 investment in [name of class/series of securities described in the fund facts document] [units/shares] of the fund. However, this information is not available because the fund has not yet completed 12 consecutive months.

- (c) for a newly established mutual fund, state the following:

This section shows the value and annual compounded rate of return of a hypothetical \$1,000 investment in [name of class/series of securities described in the fund facts document] [units/shares] of the fund. However, this information is not available because the fund is new..

21. Instruction (5) of Item 5 of Part I of Form 81-101F3 Contents of Fund Facts Document is repealed.

Expiration of exemptions and waivers

22. (1) Any exemption from or waiver of a provision of National Instrument 81-101 *Mutual Fund Prospectus Disclosure* in relation to fund facts document delivery requirements in section 3.2.01(1) for mutual funds in a portfolio rebalancing plan or an automatic switch program expires on January 5, 2022.

- (2) In British Columbia, subsection (1) does not apply.

Transition for portfolio rebalancing plans and automatic switch programs

23. (1) For the purposes of sections 3.2.03 and 3.2.05 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as enacted by sections 4 and 6 of this Instrument, the first purchase of a security of a mutual fund made pursuant to a portfolio rebalancing plan or an automatic switch program on or after January 5, 2022 is considered to be the first purchase under the plan or program, as applicable.
- (2) Subsection (1) does not apply to a portfolio rebalancing plan or an automatic switch program established before January 5, 2022, if a notice providing information substantially similar to the notice referred to in paragraph 3.2.03(c) or 3.2.05(c) of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, as enacted by section 4 and 6 of this Instrument, was delivered or sent to the purchaser between January 5, 2021 and January 5, 2022.

Effective Date

24. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

ADDITIONAL AMENDMENTS

SCHEDULE 9
AMENDMENTS TO
NATIONAL INSTRUMENT 41-101 *GENERAL PROSPECTUS REQUIREMENTS*

1. *National Instrument 41-101 General Prospectus Requirements is amended by this Instrument.*

2. *Section 3C.6 is replaced with the following:*

Dealer as agent

- 3C.6** (1) For the purpose of this Part, a dealer acts as agent of the purchaser if the dealer is acting solely as agent of the purchaser with respect to the purchase and sale in question and has not received and has no agreement to receive compensation from or on behalf of the vendor with respect to the purchase and sale.
- (2) Subsection (1) does not apply in Ontario.
- (3) Subsection (1) does not apply in Québec.
- (4) Subsection (1) does not apply in British Columbia..

3. *Section 3C.7 is replaced with the following:*

Purchaser's right of action for failure to deliver or send

- 3C.7** (1) A purchaser has a right of action if an ETF facts document is not delivered or sent as required by subsection 3C.2(2), as the purchaser would otherwise have when a prospectus is not delivered or sent as required under securities legislation and, for that purpose, an ETF facts document is a prescribed document under the statutory right of action.
- (2) In Alberta, instead of subsection (1), section 206 of the *Securities Act* (Alberta) applies.
- (3) In Manitoba, instead of subsection (1), section 141.2 of the *Securities Act* (Manitoba) applies and the ETF facts document is a prescribed document for the purposes of section 141.2.
- (4) In Nova Scotia, instead of subsection (1), section 141 of the *Securities Act* (Nova Scotia) applies.
- (5) In Ontario, instead of subsection (1), section 133 of the *Securities Act* (Ontario) applies.
- (6) In Québec, instead of subsection (1), section 214.1 of the *Securities Act* (Québec) applies.
- (7) In British Columbia, for the purpose of subsection (1), "statutory right of action" means section 135 of the *Securities Act* (British Columbia).
- (8) In Saskatchewan, instead of subsection (1), section 141 of *The Securities Act, 1988* applies..

Effective Date

4. (1) This Instrument comes into force on January 5, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after January 5, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

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