

*Note: [31 Oct 2011] – Amendments to NI 51-102 arising from amendments to 51-102F6. Refer to Schedule E-1 of CSA Notice announcing amendments to 51-102F6 dated 22 Jul 2011.*

**Amendments to  
National Instrument 51-102 Continuous Disclosure Obligations**

- 1. National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.**
- 2. Subsection 9.3.1(1) is replaced by the following:**
  - (1) Subject to Item 8 of Form 51-102F5, if a reporting issuer sends an information circular to a securityholder under paragraph 9.1(2)(a), the issuer must
    - (a) disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the issuer, or a subsidiary of the issuer, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the issuer or a subsidiary of the issuer, and
    - (b) include detail and discussion of the compensation, and the decision-making process relating to compensation, presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of
      - (i) how decisions about NEO and director compensation are made,
      - (ii) the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director, and
      - (iii) how specific NEO and director compensation relates to the overall stewardship and governance of the reporting issuer.
- 3. Subsection 11.6(1) is replaced by the following:**
  - (1) A reporting issuer that does not send to its securityholders an information circular that includes the disclosure required by Item 8 of Form 51-102F5 and that does not file an AIF that includes the executive compensation disclosure required by Item 18 of Form 51-102F2 must
    - (a) disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the issuer, or a subsidiary of the issuer, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award,

reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided, directly or indirectly, to the issuer or a subsidiary of the issuer, and

- (b) include detail and discussion of the compensation, and the decision-making process relating to compensation, presented in such a way that it provides a reasonable person, applying reasonable effort, an understanding of
  - (i) how decisions about NEO and director compensation are made,
  - (ii) the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director, and
  - (iii) how specific NEO and director compensation relates to the overall stewardship and governance of the reporting issuer.

4. This Instrument comes into force on October 31, 2011.