

NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS

AMENDMENT INSTRUMENT

1. National Instrument 41-101 *General Prospectus Requirements* is amended by this Instrument.
2. Form 41-101F2 *Information Required in an Investment Fund Prospectus* is amended by adding the following Item and accompanying Instructions immediately after Item 19.2:

“19.2.1 – Brokerage Arrangements

Under the sub-heading “Brokerage Arrangements”,

- (a) If any brokerage transactions involving the client brokerage commissions of the investment 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
 - (i) the process for, and factors considered in, selecting a dealer to effect securities transactions for the investment fund, including 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;
 - (ii) the nature of the arrangements under which order execution goods and services or research goods and services might be provided;
 - (iii) each type of good or service, other than order execution, that might be provided; and
 - (iv) the method by which the portfolio adviser makes a good faith determination that the investment 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.
- (b) If any brokerage transactions involving the client brokerage commissions of the investment 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, since the date of the investment fund’s last prospectus or last annual information form, whichever one is the most recent, state

- (i) the information required to be disclosed under paragraph (a) other than subparagraph (iii);
 - (ii) each type of good or service, other than order execution, that has been provided to the manager or the portfolio adviser of the investment fund; and
 - (iii) the name of any affiliated entity that provided any good or service referred to in subparagraph (ii), separately identifying each affiliated entity and each type of good or service provided by each affiliated entity; and
- (c) If any brokerage transactions involving the client brokerage commissions of the investment 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 (b)(ii), that was not disclosed under paragraph (b)(iii), will be provided upon request by contacting the investment fund or investment fund family at [insert telephone number] or at [insert investment fund or investment fund family e-mail address].

INSTRUCTIONS:

Terms defined in NI 23-102 – Use of Client Brokerage Commissions have the same meaning where used in this Item.

3. This Instrument comes into force on _____, 2009.