

DIVISION 6

SUPPLEMENTARY AND REPLACEMENT PROSPECTUS

C O N T E N T S

	Page
Chapter 1 GENERAL	1
Chapter 2 CONTENTS OF A SUPPLEMENTARY PROSPECTUS	3
Chapter 3 CONTENTS OF A REPLACEMENT PROSPECTUS	5

Chapter 1

GENERAL

- 1.01 This division shall apply to a supplementary prospectus.
- 1.02 As prescribed under subsection 238(1) of the CMSA, a supplementary/ replacement prospectus must be registered with the SC when the issuer becomes aware that—
- (a) a matter has arisen and information on that matter is required to be disclosed in the prospectus if the matter had arisen when the prospectus was prepared;
 - (b) there has been a significant change affecting a matter disclosed in the prospectus;
 - (c) the prospectus contains a material statement or information that is false or misleading; or
 - (d) the prospectus contains a statement or information from which there is a material omission.
- 1.03 The changes requiring a supplementary/replacement prospectus may consist of—
- (a) changes to the body of the original prospectus;
 - (b) changes to experts' reports included in the original prospectus; and/or
 - (c) changes to information in supplementary prospectus (including new reports) previously registered for a particular prospectus.
- 1.04 If a person applies to subscribe for or purchase securities in a corporation and, before issue of securities, a supplementary prospectus is submitted to the SC for registration, then as soon as practicable after registration, the issuer must—
- (a) give a written notice to the applicant or other notices as may be specified by the SC—
 - (i) advising the applicant that a supplementary/replacement prospectus has been registered by the SC;
 - (ii) giving the applicant no less than 14 days from the date of receipt of the notice an opportunity to withdraw his application; and
 - (iii) informing the applicant that, if he withdraws his application, the issuer will immediately pay him any money he has paid to the issuer on account of the application; and

- (b) ensure that the written notice is accompanied by a copy of the supplementary/
replacement prospectus.

1.05 *[Deleted]*

Chapter 2

CONTENTS OF A SUPPLEMENTARY PROSPECTUS

- 2.01 A supplementary prospectus should contain details of significant new matters or changes.
- 2.02 A supplementary prospectus should specify the following:
- (a) The full name of the corporation and place of incorporation; (b) Statute under which the corporation was incorporated;
 - (c) Registration number of the corporation;
 - (d) The date of the supplementary prospectus;
 - (e) A statement that it has been registered with the SC and lodged with the Registrar of Companies; and
 - (f) That registration does not indicate that the SC recommends the securities or assumes responsibility for correctness of any statement made or opinion or report expressed in the original prospectus or supplementary prospectus.
- 2.03 Each page of the supplementary prospectus should contain a clear statement in bold type which states that the document is a supplementary prospectus which is to be read in conjunction with the original prospectus (which must be identified in the supplementary prospectus) and any other supplementary prospectuses.
- 2.04 If a supplementary prospectus contains statements or reports by experts not included in the original prospectus—
- (a) it is required to state the date of each statement or report and whether or not it was prepared for incorporation in the supplementary prospectus; and
 - (b) the supplementary prospectus should state that the expert has given and has not withdrawn his consent.
- 2.05 If the information in the supplementary prospectus gives rise to new risk factors not covered in the original prospectus, the supplementary prospectus should contain a description of those new risk factors.
- 2.06 A supplementary prospectus should contain or be accompanied by a new application form that is reasonably identical to the original application form, except that it must—
- (a) refer to the supplementary prospectus which is to accompany the new application form; and

- (b) contain a feature, such as marking, lettering, colour or other feature which distinguishes the form from the application forms accompanying the original prospectus or previous supplementary prospectuses.

2.07 This division shall only apply for supplementary prospectuses which may differ from the requirements under Division 1 – 4 of this part. Disclosure of information in the main body of the supplementary prospectus or reports included in supplementary prospectus must comply with the respective chapters under division 1-4 to which the new material relates.

Chapter 3

CONTENTS OF A REPLACEMENT PROSPECTUS

- 3.01 A replacement prospectus replaces an original prospectus and should contain details of any significant new matter or change.
- 3.02 A replacement prospectus must—
- (a) contain a clear statement (to appear in bold) on the front cover which states that the document is a replacement prospectus and supersedes/replaces the original prospectus; and
 - (b) comply with the content requirements under division 1-4 of this part, as applicable.
- 3.03 Each page of a replacement prospectus should contain a clear statement in bold type that states that the document is a replacement prospectus.
- 3.04 The requirements in this chapter apply only if it differs from the requirements under Division 1 – 4 of this part. Disclosure of information in the main body of the replacement prospectus or reports included in replacement prospectus must comply with the respective chapters under division 1-4 to which the new material relates.