

Nova Scotia Securities Commission

Amendments to National Instrument 51-102 *Continuous Disclosure Obligations*, and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the Rule Amendments)

-and-

Changes to Companion Policy 51-102CP *Continuous Disclosure Obligations*, and Companion Policy 54-101CP *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the Policy Changes)

WHEREAS:

1. Pursuant to section 150 of the *Securities Act*, R.S.N.S. 1989, chapter 418, as amended (the Act), the Nova Scotia Securities Commission (the Commission) has power to make rules subject to compliance with the requirements of the Act;
2. Pursuant to section 19 of the Act, the Commission has power to issue and publish policy statements; and
3. The Commission is of the opinion that the attainment of the purpose of the Act is advanced by this Instrument.

NOW THEREFORE the Commission hereby:

- (a) pursuant to the authority contained in section 150 of the Act and subject to compliance with the requirements of section 150A of the Act, approves the Rule Amendments as attached and makes the same a rule of the Commission;
- (b) pursuant to the authority contained in section 19 of the Act and subject to publication on the Commission's website, issues the Policy Changes as attached as a policy statement of the Commission; and
- (c) declares that the rule approved and made pursuant to clause (a) and the issuance of the policy statement pursuant to clause (b) shall take effect on September 22, 2026, or on such other date as may be specified by the Minister, unless the Minister disapproves the rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the rule and the policy statement shall not be effective until the rule is approved by the Minister.

IN WITNESS WHEREOF this Instrument has been signed by the Chair and Vice Chair of the Commission, being the members of the Commission prescribed by the Chair pursuant to subsection 15(3) of the Act

to attend the hearing of this matter and the quorum with respect to this matter, on the 24th day of June, 2026.

(signed) "Valerie Seager"

Valerie Seager

Chair

(signed) "Heidi Walsh-Sampson"

Heidi Walsh-Sampson, K.C.

Vice Chair

Attachments

**AMENDMENTS TO
NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS**

1. ***National Instrument 51-102 Continuous Disclosure Obligations is amended by this Instrument.***
2. ***The following sections are added:***

4.5.1 Electronic Access to Annual Financial Statements

- (1) Subsections (2) and (3) do not apply to a reporting issuer that complies with subsection 4.6(1) or meets the conditions in subsection 4.6(5).
- (2) If, during the previous financial period, a reporting issuer complied with subsection 4.6(1) or met the conditions in subsection 4.6(5), the reporting issuer must, at least 25 calendar days before it issues and files the news release referred to in subsection (3), issue and file a news release that states
 - (a) in the title that the annual financial statements and MD&A relating to the annual financial statements will be accessible through SEDAR+, and
 - (b) substantially the following:

“Electronic access to documents

[Insert name of reporting issuer]’s annual financial statements and annual MD&A will be accessible electronically on SEDAR+ at www.sedarplus.com, the official site to access public documents filed by issuers with Canadian securities regulators.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer’s financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its annual financial statements and

annual MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”

- (3) A reporting issuer must, not more than one calendar day after the filing on SEDAR+ of its annual financial statements and MD&A relating to the annual financial statements under section 4.1 or 4.10 and section 5.1, issue and file a news release on SEDAR+ that states
- (a) in the title that the annual financial statements and MD&A relating to the annual financial statements are accessible through SEDAR+, and
 - (b) substantially the following:

“Electronic access to documents

[Insert name of reporting issuer]’s annual financial statements and annual MD&A can be accessed electronically on SEDAR+ at www.sedarplus.com, the official site to access public documents filed by issuers with Canadian securities regulators.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer’s financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its annual financial statements and annual MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”

4.5.2 Electronic Access to Interim Financial Reports

- (1) Subsections (2) and (3) do not apply to a reporting issuer that complies with subsection 4.6(1).
- (2) If, during the previous financial period, a reporting issuer complied with subsection 4.6(1), the reporting issuer must, at least 25 calendar days before it issues and files the news release referred to in subsection (3), issue and file a news release that states
 - (a) in the title that the interim financial reports and MD&A relating to the interim financial reports will be accessible through SEDAR+, and
 - (b) substantially the following:

“Electronic access to documents

[Insert name of reporting issuer]’s interim financial reports and interim MD&A will be accessible electronically on SEDAR+ at www.sedarplus.com, the official site to access public documents filed by issuers with Canadian securities regulators.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer’s financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its interim financial reports and interim MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”

- (3) A reporting issuer must, not more than one calendar day after the filing on SEDAR+ of its interim financial report and MD&A relating to the interim financial report under section 4.3 or 4.10 and section 5.1, issue and file a news release on SEDAR+ that states
- (a) in the title that the interim financial report and MD&A relating to the interim financial report are accessible through SEDAR+, and
 - (b) substantially the following:

“Electronic access to documents

[Insert name of reporting issuer]’s interim financial reports and interim MD&A can be accessed electronically on SEDAR+ at www.sedarplus.com, the official site to access public documents filed by issuers with Canadian securities regulators.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer’s financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its interim financial reports and interim MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”

4.5.3 Electronic Access Disclosure

- (1) A reporting issuer that is required to comply with subsection 4.5.1(3) or 4.5.2(3) must include, in a document referred to in subsection (2), a statement that is substantially similar to the following:

“Important Notice: Accessing Financial Documents

Electronic access to documents

[Insert name of reporting issuer] files its financial statements and MD&A on SEDAR+, the official site to access public documents filed by issuers with Canadian securities regulators, and subsequently issues and files a news release to announce the accessibility of the financial statements and MD&A. Once filed, those documents can be accessed electronically on SEDAR+ at www.sedarplus.com.

As a result, *[insert name of reporting issuer]* no longer

- (i) annually sends a request form to the registered holders and beneficial owners of its securities, other than holders of debt instruments, that they may use to request a copy of *[insert name of reporting issuer]*'s financial statements and MD&A, or
- (ii) annually sends copies of the financial statements and MD&A to the registered holders and beneficial owners of its securities, other than holders of debt instruments, unless requested as set out below.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer's financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its financial statements and MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”

- (2) A reporting issuer to which subsection (1) applies must prominently disclose the statement referred to in that subsection in any of the following:
- (a) proxy-related materials sent under section 9.1 of this Instrument or section 2.7 of NI 54-101;
 - (b) a notice sent under section 9.1.1 of this Instrument or section 2.7.1 of NI 54-101; or
 - (c) a separate letter-sized document included with the proxy-related materials or notice referred to in this subsection.

4.5.4 Posting Financial Statements on Reporting Issuer’s Website

A reporting issuer that is required to comply with subsection 4.5.1(3) or 4.5.2(3) must, if the reporting issuer has a website,

- (a) not more than 2 calendar days after the filing on SEDAR+ of its annual financial statements and MD&A relating to the annual financial statements under section 4.1 or 4.10 and section 5.1, or of its interim financial report and MD&A relating to the interim financial report under section 4.3 or 4.10 and section 5.1, post on its website,
 - (i) its annual financial statements and MD&A relating to the annual financial statements or its interim financial report and MD&A relating to the interim financial report, as applicable, or
 - (ii) a hyperlink that leads directly to the documents referred to in subparagraph (i) filed on SEDAR+, and
- (b) include on its website a statement that is substantially similar to the following:

“Important Notice: Accessing Financial Documents

Electronic access to documents

[Insert name of reporting issuer] files its financial statements and MD&A on SEDAR+, the official site to access public documents filed by issuers with Canadian securities regulators, and subsequently issues and files a news release to announce the accessibility of the financial statements and

MD&A. Once filed, those documents can be accessed electronically on SEDAR+ at www.sedarplus.com.

As a result, *[insert name of reporting issuer]* no longer

- (i) annually sends a request form to the registered holders and beneficial owners of its securities, other than holders of debt instruments, that they may use to request a copy of *[insert name of reporting issuer]*'s financial statements and MD&A, or
- (ii) annually sends copies of the financial statements and MD&A to the registered holders and beneficial owners of its securities, other than holders of debt instruments, unless requested as set out below.

SEDAR+ notifications

SEDAR+ allows a person or company to sign up to receive email notifications of a reporting issuer's financial statement and MD&A filings. If you would like to be notified when *[insert name of reporting issuer]* files its financial statements and MD&A on SEDAR+, you can sign up to receive email notifications at www.sedarplus.com. The notification includes a direct link to those documents.

Obtaining a copy of the documents

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments, you can obtain from *[insert name of reporting issuer]*, without charge, an electronic or paper copy of its financial statements and MD&A by providing your email address or mailing address to *[insert contact information for reporting issuer]*.

Standing instructions

If you hold securities of *[insert name of reporting issuer]* that are not debt instruments and have provided standing instructions to receive those documents electronically or by mail in accordance with securities legislation, those documents will continue to be sent to you based on your instructions until you change them.”.

3. Section 4.6 is amended by adding the following subsections:

- (5.1) Paragraph (1)(a) does not apply to a reporting issuer that complies with section 4.5.1.
- (5.2) Paragraph (1)(b) does not apply to a reporting issuer that complies with section 4.5.2..

Effective date

4. (1) This Instrument comes into force on September 22, 2026.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after September 22, 2026, this Instrument come into force on the day on which it is filed with the Registrar of Regulations.

**AMENDMENTS TO
NATIONAL INSTRUMENT 54-101 COMMUNICATION WITH BENEFICIAL OWNERS OF
SECURITIES OF A REPORTING ISSUER**

1. ***National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer is amended by this Instrument.***
2. ***Section 2.7 is amended by renumbering it as subsection 2.7(1) and by adding the following subsection:***
 - (2) A reporting issuer that is required to send proxy-related materials to the beneficial owners of its securities under subsection (1) and includes the statement referred to in section 4.5.3 of National Instrument 51-102 *Continuous Disclosure Obligations*, shall include that statement in the proxy-related materials or in the separate document referred to in paragraph (2)(c) of that section..
3. ***Section 2.7.1 is amended by adding the following subsection:***
 - (3) A reporting issuer that sends a notice to the beneficial owners of its securities under paragraph (1)(a) and includes the statement referred to in section 4.5.3 of National Instrument 51-102 *Continuous Disclosure Obligations*, shall include that statement in the notice or in the separate document referred to in paragraph (2)(c) of that section..

Effective date

4. (1) This Instrument comes into force on September 22, 2026.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after September 22, 2026, this Instrument come into force on the day on which it is filed with the Registrar of Regulations.

**CHANGES TO
COMPANION POLICY 51-102CP CONTINUOUS DISCLOSURE OBLIGATIONS**

1. ***Companion Policy 51-102CP Continuous Disclosure Obligations is changed by this Document.***
2. ***The following is added after section 3.3:***

3.3.1 Electronic access to financial statements

- (1) A reporting issuer may provide electronic access to its annual financial statements and related MD&A, interim financial reports and related MD&A, or both, including financial statements required by section 4.7 of the Instrument and related MD&A, as applicable.

If a reporting issuer provides electronic access to its annual financial statements and related MD&A only, the relevant provisions of section 4.6 of the Instrument continue to apply to the reporting issuer's interim financial reports and related MD&A. If a reporting issuer provides electronic access to its interim financial reports and related MD&A only, the relevant provisions of section 4.6 of the Instrument continue to apply to the reporting issuer's annual financial statements and related MD&A. If a reporting issuer provides electronic access to some of its interim financial reports and related MD&A only, the relevant provisions of section 4.6 of the Instrument continue to apply to the reporting issuer's annual financial statements and other interim financial reports and their related MD&A.

If a securityholder, other than a holder of debt instruments, requests a copy of the financial statements and related MD&A further to the statement required under sections 4.5.1 to 4.5.4 of the Instrument, the reporting issuer must send a copy of the document requested to the securityholder at the email address or address specified in the request by the delivery deadline set out in paragraph 4.6(3)(c) of the Instrument.

- (2) The news releases required by subsections 4.5.1(3) and 4.5.2(3) of the Instrument are intended to inform securityholders, other than holders of debt instruments, that a reporting issuer's financial statements and related MD&A are accessible through SEDAR+. If the reporting issuer is providing electronic access to financial statements required under sections 4.7 or 4.10 of the Instrument, the news release required by subsections 4.5.1(3) and 4.5.2(3) of the Instrument does not need to refer to MD&A related to the financial statements.
- (3) The statement required by section 4.5.3 of the Instrument is intended to serve as an annual reminder to securityholders, other than holders of debt instruments, that the reporting issuer's financial statements and related MD&A are accessible through SEDAR+. A reporting issuer may choose to include that statement in an existing document among its proxy-related materials (such as, in its notice of meeting, its form of proxy or voting instruction form or its information circular) or its notice under the notice-and-access

- model, or provide that statement in a separate document that would accompany the issuer's proxy-related materials or its notice under the notice-and-access model. A reporting issuer may at its discretion include that statement in one or more documents referred to above. If the reporting issuer chooses to include the required statement in an existing document, the statement should be included in a prominent location that would attract the attention of securityholders.
- (4) Sections 4.5.1 to 4.5.4 of the Instrument require a reporting issuer to provide contact information in its news releases, with its proxy-related materials or its notice under the notice-and-access model and on its website, if the reporting issuer has a website, so that a securityholder can request a copy of the reporting issuer's financial statements and related MD&A. We encourage reporting issuers to consider including a physical address, email address and telephone number as their contact information, along with any other contact information the reporting issuer considers would aid a securityholder in contacting the reporting issuer.
 - (5) When a reporting issuer provides electronic access to its financial statements and related MD&A under section 4.5.1 or 4.5.2 of the Instrument, this will not override the beneficial owner's standing instructions to receive the documents in electronic or paper form provided under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.
 - (6) In order to comply with section 4.5.4 of the Instrument, a reporting issuer may choose to post on its website a hyperlink that leads directly to its financial statements and related MD&A filed on SEDAR+. Please visit www.sedarplus.com for technical guidance related to generating URL links on SEDAR+.
 - (7) When a reporting issuer posts its financial statements and related MD&A on its website under section 4.5.4 of the Instrument, the documents should remain posted at least until the documents for the next financial period are posted on the reporting issuer's website. For example, the annual financial statements and related MD&A for the current financial year should remain posted until the annual financial statements and related MD&A for the next financial year are posted on the reporting issuer's website. Also, the reporting issuer should post the statement required under paragraph 4.5.4(b) of the Instrument on the same webpage and in proximity to where its financial statements and related MD&A, or the hyperlink that leads directly to those documents filed on SEDAR+, are posted.

3.3.2 Advance notification

- (1) If, during the previous financial period, a reporting issuer was not providing electronic access to its financial statements and related MD&A under section 4.5.1 or 4.5.2 of the Instrument, the reporting issuer must issue and file a news release under subsection 4.5.1(2) or 4.5.2(2) of the Instrument at least 25 calendar days before issuing and filing a news release under subsection 4.5.1(3) or subsection 4.5.2(3) of the Instrument. We also encourage reporting issuers to consider whether additional methods of advance notification may be appropriate.

(2) A reporting issuer may choose to combine the news releases required under subsections 4.5.1(2) and 4.5.2(2) of the Instrument. A reporting issuer may also choose to include the disclosure required under sections 4.5.1 and 4.5.2 of the Instrument along with other information disclosed in a news release..

3. ***Subsection 3.5(1) is changed by replacing the first sentence with the following:***

Subject to subsections 4.6(5.1) and 4.6(5.2) of the Instrument, subsection 4.6(1) of the Instrument requires reporting issuers to send a request form to the registered holders and beneficial owners of their securities, other than debt instruments..

4. These changes become effective on September 22, 2026.

**CHANGES TO
COMPANION POLICY 54-101CP TO NATIONAL INSTRUMENT 54-101 COMMUNICATION WITH
BENEFICIAL OWNERS OF SECURITIES OF A REPORTING ISSUER**

1. ***Companion Policy 54-101CP to National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer is changed by this Document.***
2. ***Section 4.1 is replaced with the following:***

Client Response Form - By completing a client response form as provided in Part 3 of the Instrument, a beneficial owner gives notice of its choices concerning the receipt of materials and the disclosure of ownership information concerning it. Pursuant to section 3.4 of the Instrument, a beneficial owner may, by notice to the intermediary through which it holds, change any prior instructions given in a client response form. Proximate intermediaries should alert their clients to the costs and other consequences of the options in the client response form. Subject to subsections 4.6(5.1) and 4.6(5.2) of National Instrument 51-102 *Continuous Disclosure Obligations*, subsection 4.6(1) of that Instrument requires reporting issuers to send annually a request form to the registered holders and beneficial owners of its securities, other than holders of debt instruments, that the holders may use to request a copy of the reporting issuer's financial statements and MD&A. If a request form is sent under subsection 4.6(1), a failure to return the request form or to specifically request a copy of the financial statements or MD&A from the reporting issuer will override the beneficial owner's standing instructions under this Instrument in respect of the financial statements. However, a beneficial owner's standing instructions under this Instrument in respect of the financial statements will not be overridden if a reporting issuer provides electronic access to the documents under section 4.5.1 or 4.5.2 of NI 51-102 *Continuous Disclosure Obligations*..

3. This change becomes effective on September 22, 2026.