

**SECURITIES COMMISSION OF NEWFOUNDLAND AND LABRADOR**  
**RULE 71-801**  
**IMPLEMENTING**  
**NATIONAL INSTRUMENT 71-102**  
**CONTINUOUS DISCLOSURE AND OTHER EXEMPTIONS**  
**RELATING TO FOREIGN ISSUERS**

**PART 1 DEFINITIONS AND INTERPRETATION**

**1.1 Definitions and Interpretation**

(1) In this Rule

"NI 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations*;

"NI 62-103" means National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*;

"NI 71-102" means National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*;

"Rule 51-801" means Rule 51-801 *Implementing National Instrument 51-102 Continuous Disclosure Obligations*; and

(2) Each term used in this Rule that is defined or interpreted in Part 1 of NI 71-102 has the meaning ascribed to it in that Part.

**PART 2 SEC FOREIGN ISSUERS**

**2.1 Material Change Reporting** - Section 7.1 and paragraph 12.1(1)(b) of NI 51-102 and section 3.4 of Rule 51-801 do not apply to an SEC foreign issuer that complies with section 4.2 of NI 71-102.

**2.2 Annual Reports, AIFs, Business Acquisition Reports and MD&A** - Subsection 12.1(1) of NI 51-102 does not apply to an SEC foreign issuer that complies with section 4.4 of NI 71-102.

**2.3 Early Warning** - A person or company is exempt from sections 102 and 103 of the Act and the requirements of NI 62-103 in respect of securities of an SEC foreign issuer if the person or company complies with section 4.8 of NI 71-102.

**2.4 Restricted Shares**- Section 10.1 of NI 51-102 doES not apply in respect of an SEC foreign issuer.

**PART 3 DESIGNATED FOREIGN ISSUERS**

**3.1 Material Change Reporting** - Section 7.1 and paragraph 12.1(1)(b) of NI 51-102 and section 3.4 of Rule 51-801 do not apply to a designated foreign issuer that complies with section 5.3 of NI 71-102

**3.2 Annual Reports, AIFs, Business Acquisition Reports and MD&A** - Subsection 12.1(1) of NI 51-102 does not apply to a designated foreign issuer that complies with section 5.5 of NI 71-102.

**3.3 Early Warning** - A person or company is exempt from sections 102 and 103 of the Act and the requirements of NI 62-103 in respect of securities of a designated foreign issuer if the person or company complies with section 5.9 of NI 71-102.

**3.4 Restricted Shares** - Section 10.1 of NI 51-102 does not apply in respect of a designated foreign issuer.

**PART 4 EFFECTIVE DATE**

**4.1 Effective Date** - This Rule comes into force on the date NI 71-102 comes into force.