

**THE MANITOBA SECURITIES COMMISSION**  
**MSC RULE 2010-23**  
(Section 149.1, *The Securities Act*)

**AMENDMENT INSTRUMENT FOR**  
**NATIONAL INSTRUMENT 44-102**  
***SHELF DISTRIBUTIONS***

*Although this amendment instrument amends section headers in National Instrument 44-102, section headers do not form part of the instrument and are inserted for ease of reference only.*

1. *National Instrument 44-102 Shelf Distributions is amended by this Instrument.*

2. *Subsection 6.2(4) is amended*

*(a) by deleting “Acceptable Accounting Principles, Auditing Standards and Reporting Currency”, and*

*(b) by replacing paragraph (a) with the following:*

*(a) U.S. AICPA GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the American Institute of Certified Public Accountants,*

*(a.1) U.S. PCAOB GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the Public Company Accounting Oversight Board (United States of America),.*

3. *Paragraph 8.4(a) is amended by replacing “interim” with “an interim financial report”.*

4. *This Instrument only applies to a preliminary base shelf prospectus, an amendment to a preliminary base shelf prospectus, a base shelf prospectus, an amendment to a base shelf prospectus or a shelf prospectus supplement of an issuer which includes or incorporates by reference financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.*

5. *Despite section 4, an issuer may apply the amendments set out in this Instrument to a preliminary base shelf prospectus, an amendment to a preliminary base shelf prospectus, a base shelf prospectus, an amendment to a base shelf prospectus, or a shelf prospectus supplement of the issuer, which includes or incorporates by reference financial statements of the issuer in respect of periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 21, 2010 and if the issuer is relying on the exemption in section 5.3 of National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.*

6. *This Instrument comes into force on January 1, 2011.*

7. *This Instrument may be cited as MSC Rule 2010-23.*