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2

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Summary

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Contents

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- (1) Acts assented to, before their publication in the annual collection of statutes;
- (2) proclamations of Acts;
- (3) regulations made by the Government, a minister or a group of ministers and of Government agencies and semi-public agencies described by the Charter of the French language (chapter C-11), which before coming into force must be approved by the Government, a minister or a group of ministers;
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Coming into force of Acts

Gouvernement du Québec

O.C. 1034-2015, 18 November 2015

**An Act to group the Commission administrative des régimes de retraite et d'assurances and the Régie des rentes du Québec (2015, chapter 20)
— Coming into force of certain provisions of the Act**

COMING INTO FORCE of certain provisions of the Act to group the Commission administrative des régimes de retraite et d'assurances and the Régie des rentes du Québec

WHEREAS the Act to group the Commission administrative des régimes de retraite et d'assurances and the Régie des rentes du Québec (2015, chapter 20) was assented to on 7 October 2015;

WHEREAS section 79 of the Act provides that the Act comes into force on the date or dates to be determined by the Government, except sections 75 to 78, which came into force on 7 October 2015;

WHEREAS it is expedient to set 1 January 2016 as the date of coming into force of sections 1 to 74 of the Act;

IT IS ORDERED, therefore, on the recommendation of the Minister of Labour, Employment and Social Solidarity:

THAT 1 January 2016 be set as the date of coming into force of sections 1 to 74 of the Act to group the Commission administrative des régimes de retraite et d'assurances and the Régie des rentes du Québec (2015, chapter 20).

JUAN ROBERTO IGLESIAS,
Clerk of the Conseil exécutif

102370

Regulations and other Acts

Gouvernement du Québec

O.C. 1015-2015, 18 November 2015

Professional Code
(chapter C-26)

Amount of the contribution of each member of a professional order for the 2016-2017 fiscal year of the Office des professions du Québec

WHEREAS, under the first paragraph of section 196.2 of the Professional Code (chapter C-26), the expenditures incurred by the Office des professions du Québec in a fiscal year are to be payable by the members of the professional orders;

WHEREAS, under the second paragraph of section 196.2 of the Code, the members of the orders are required to pay, for each fiscal year of the Office, a contribution determined by the Government;

WHEREAS, under the third paragraph of section 196.2 of the Code, each fiscal year, the surplus of the Office for the preceding fiscal year is added to, or its deficit for the preceding year is deducted from, the expenditures determined by the Office in its budget estimates for the following fiscal year;

WHEREAS, under the third paragraph of section 196.2 of the Code, any surplus or deficit expected by the Office for a fiscal year may also be taken into account;

WHEREAS the resulting amount under the third paragraph of section 196.2 of the Code is then divided by the number of members in all the orders on 31 March of the calendar year in progress; the quotient is the amount of the annual contribution of each member;

WHEREAS, under the first paragraph of section 196.8 of the Code, every person or group and every department or other government body are to pay the charge determined by regulation of the Government after consultation with the Office and the Interprofessional Council in respect of any request they submit to the Office or of any act that must be performed by the Office in the exercise of its functions;

WHEREAS, under the second paragraph of section 196.8 of the Code, the charges collected during a fiscal year are taken into account in establishing the contribution computed under section 196.2 of the Code;

WHEREAS, under subparagraph 4 of the first paragraph of section 19.1 of the Code, the Minister of Justice has submitted to the Interprofessional Council, for advice, the amount of the contribution of each member of a professional order for the 2016-2017 fiscal year of the Office;

WHEREAS it is expedient to set the amount of the contribution of each member of a professional order for the 2016-2017 fiscal year of the Office;

IT IS ORDERED, therefore, on the recommendation of the Minister of Justice:

THAT the amount of the contribution of each member of a professional order for the 2016-2017 fiscal year of the Office des professions du Québec be set at \$26.35.

JUAN ROBERTO IGLESIAS,
Clerk of the Conseil exécutif

102369

Gouvernement du Québec

O.C. 1035-2015, 18 November 2015

Building Act
(chapter B-1.1)

Safety Code
— **Amendment**

Regulation to amend the Safety Code

WHEREAS, under section 175 of the Building Act (chapter B-1.1), the Régie du bâtiment du Québec by regulation adopts a safety code containing safety standards for buildings, facilities intended for use by the public and installations independent of a building, and standards for their maintenance, use, state of repair, operation and hygiene;

WHEREAS, under section 178 of the Act, the code may require observance of a technical standard drawn up by another government or by an agency empowered to draw up such standards, and may provide that any reference it makes to other standards include subsequent amendments;

WHEREAS the Board made the Regulation to amend the Safety Code on 2 December 2014;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft Regulation to amend the Safety Code was published in Part 2 of the *Gazette officielle du Québec* of 25 February 2015 with a notice that it could be approved by the Government, with or without amendment, on the expiry of 45 days following that publication;

WHEREAS, under section 189 of the Building Act, every code or regulation of the Board is subject to approval by the Government which may approve it with or without amendment;

WHEREAS it is expedient to approve the Regulation without amendment;

IT IS ORDERED, therefore, on the recommendation of the Minister of Labour, Employment and Social Solidarity:

THAT the Regulation to amend the Safety Code, attached to this Order in Council, be approved.

JUAN ROBERTO IGLESIAS,
Clerk of the Conseil exécutif

Regulation to amend the Safety Code

Building Act
(chapter B-1.1, ss. 175 and 178)

1. The Safety Code (chapter B-1.1, r. 3) is amended in section 346 by striking out the second paragraph.

2. The following section is inserted after section 346:

“346.1. Despite section 346, a private seniors’ residence must be equipped with a fire alarm and detection system, except

(1) a single-family type residential occupancy for the elderly;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys.”

3. The following subdivision is inserted after section 369:

“VIII. Sprinkler system

369.1. A building housing a private seniors’ residence, constructed or altered in compliance with an applicable standard prior to NBC 2010 am. Québec, must be completely sprinklered, except

(1) a single-family type residential occupancy for the elderly, provided that each storey accessible to the persons lodged in the occupancy is served by 2 means of egress, one of which leads directly to the exterior;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys, provided that each storey accessible to the persons lodged in the occupancy is served by 2 means of egress, one of which leads directly to the exterior and the other leads to another floor area and is separated from adjoining spaces by a fire separation;

(3) a building housing solely a residential occupancy for the elderly having a building height of 1 storey, a building area no more than 600 m², no more than 8 dwelling units and in which no more than 16 persons lodge.

369.2. The sprinkler system required in section 369.1 must conform to the requirements of Section 3.2.5. of NBC 2005 am. Québec, but must be designed, constructed, installed and tested in accordance with NFPA Standard 13, except a combustible concealed space no more than 450 mm high that does not have to be sprinklered.

Despite the foregoing, the following may be sprinklered in compliance with NFPA Standard 13D where the water supply capacity for the sprinkler system is not less than 30 minutes:

(1) a single-family type residential occupancy for the elderly, provided that each storey accessible to the persons lodged in the occupancy, except the second storey, is served by 2 means of egress, one of which leads directly to the exterior;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys, provided that each storey accessible to the persons lodged in the occupancy, except the second storey, is served by 2 means of egress, one of which leads directly to the exterior.

This section does not apply to a building which, on 2 December 2015, is completely sprinklered by a system installed in accordance with the standard applicable on the year of construction.”

4. Section 2.1.3.6. of Appendix 1 is amended by adding “or, if applicable, to the more stringent provisions applicable to certain buildings under Division IV of Chapter VIII of the Safety Code. (See Appendix B.)” after “alteration”.

5. Note B-2.1.3.1. of Appendix 1 is amended by replacing the fourth paragraph by the following:

“**346.1.** Despite section 346, a private seniors’ residence must be equipped with a fire alarm and detection system, except

(1) a single-family type residential occupancy for the elderly;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys.”.

6. The following is inserted after note B-2.1.3.3. of Appendix 1:

“B-2.1.3.6. The more stringent provisions applicable to certain buildings are provided for in Division IV (sections 369.1 and 369.2) of Chapter VIII of the Safety Code and cover private seniors’ residences.

Sections 369.1 and 369.2 cover the installation of sprinkler systems:

369.1. A building housing a private seniors’ residence, constructed or altered in compliance with an applicable standard prior to NBC 2010 am. Québec, must be completely sprinklered, except

(1) a single-family type residential occupancy for the elderly, provided that each storey accessible to the persons lodged in the occupancy is served by 2 means of egress, one of which leads directly to the exterior;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys, provided that each storey accessible to the persons lodged in the occupancy is served by 2 means of egress, one of which leads directly to the exterior and the other leads to another floor area and is separated from adjoining spaces by a fire separation;

(3) a building housing solely a residential occupancy for the elderly having a building height of 1 storey, a building area no more than 600 m² and no more than 8 dwelling units, and in which no more than 16 persons lodge.

369.2. The sprinkler system required in section 369.1 must conform to the requirements of Section 3.2.5. of NBC 2005 am. Québec, but must be designed, constructed, installed and tested in accordance with NFPA Standard 13, except a combustible concealed space no more than 450 mm high that does not have to be sprinklered.

Despite the foregoing, the following may be sprinklered in compliance with NFPA Standard 13D where the water supply capacity for the sprinkler system is not less than 30 minutes:

(1) a single-family type residential occupancy for the elderly, provided that each storey accessible to the persons lodged in the occupancy, except the second storey, is served by 2 means of egress, one of which leads directly to the exterior;

(2) a residential board and care occupancy that lodges no more than 9 persons and whose building consists of a dwelling unit having a building height of no more than 2 storeys, provided that each storey accessible to the persons lodged in the occupancy, except the second storey, is served by 2 means of egress, one of which leads directly to the exterior.

This section does not apply to a building which, on 2 December 2015, is completely sprinklered by a system installed in accordance with the standard applicable on the year of construction.

The provisions come into force on 2 December 2020.”.

7. This Regulation comes into force on 18 March 2016, except sections 3, 4 and 6, which come into force 5 years after the date of publication of this Regulation in the *Gazette officielle du Québec*.

102371

M.O., 2015-16

Order number V-1.1-2015-16 of the Minister of Finance dated 18 November 2015

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 45-106 respecting prospectus and registration exemptions

WHEREAS subparagraphs 1, 3, 5, 8, 11, 14, 32.1 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 45-106 respecting prospectus and registration exemptions approved by ministerial order no. 2009-05 dated September 9, 2009 (2009, *G.O.* 2, 3362A);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 45-106 respecting prospectus and registration exemptions was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 11, no. 47 of November 27, 2014;

WHEREAS the *Autorité des marchés financiers* made, on October 26, 2015, by the decision no. 2015-PDG-0166, Regulation to amend Regulation 45-106 respecting prospectus and registration exemptions;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 45-106 respecting prospectus and registration exemptions appended hereto.

18 November 2015

CARLOS LEITÃO,
Minister of Finance

REGULATION TO AMEND REGULATION 45-106 RESPECTING PROSPECTUS EXEMPTIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (5), (8), (11), (14), (32.1) and (34))

1. Section 2.1 of Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, v. 21) is replaced with the following:

“2.1. Rights offering – reporting issuer

Refer to Appendix E of Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20). First trades are subject to a seasoning period on resale. This text box does not form part of this Regulation and has no official status.

(1) In this section and sections 2.1.1, 2.1.2, 2.1.3 and 2.1.4,

“additional subscription privilege” means a privilege, granted to a holder of a right, to subscribe for a security not subscribed for by any holder under a basic subscription privilege;

“basic subscription privilege” means a privilege to subscribe for the number or amount of securities set out in a rights certificate held by the holder of the rights certificate;

“closing date” means the date of completion of the distribution of the securities issued upon exercise of the rights issued under this section;

“listing representation” means a representation that a security will be listed or quoted, or that an application has been or will be made to list or quote the security, either on an exchange, or on a quotation and trade reporting system, in a foreign jurisdiction;

“listing representation prohibition” means the provisions of securities legislation set out in Appendix C;

“managing dealer” means a person that has entered into an agreement with an issuer under which the person has agreed to organize and participate in the solicitation of the exercise of the rights issued by the issuer;

“market price” means, for securities of a class for which there is a published market,

(a) except as provided in paragraph (b),

(i) if the published market provides a closing price, the simple average of the closing price of securities of that class on the published market for each of the trading days on which there was a closing price falling not more than 20 trading days immediately before the day as of which the market price is being determined, or

(ii) if the published market does not provide a closing price, but provides only the highest and lowest prices of securities of the class traded, the average of the simple averages of the highest and lowest prices of securities of the class on the published market for each of the trading days on which there were highest and lowest prices falling not more than 20 trading days immediately before the day as of which the market price is being determined, or

(b) if trading of securities of the class on the published market has occurred on fewer than 10 of the immediately preceding 20 trading days, the average of the following amounts established for each of the 20 trading days immediately before the day as of which the market price is being determined:

(i) the average of the closing bid and closing ask prices for each day on which there was no trading;

(ii) if the published market

(A) provides a closing price of securities of the class for each day that there was trading, the closing price, or

(B) provides only the highest and lowest prices, the average of the highest and lowest prices of securities of that class for each day that there was trading;

“published market” means, for a class of securities, a marketplace on which the securities are traded, if the prices at which they have been traded on that marketplace are regularly

(a) disseminated electronically, or

(b) published in a newspaper or business or financial publication of general and regular paid circulation;

“rights offering circular” means a completed Form 45-106F15;

“rights offering notice” means a completed Form 45-106F14;

“secondary market liability provisions” means the provisions of securities legislation set out in Appendix D opposite the name of the local jurisdiction;

“soliciting dealer” means a person whose interest in a distribution of rights is limited to soliciting the exercise of the rights by holders of those rights;

“stand-by commitment” means an agreement by a person to acquire the securities of an issuer not subscribed for under the basic subscription privilege or the additional subscription privilege;

“stand-by guarantor” means a person who agrees to provide the stand-by commitment.

(2) For the purpose of the definition of “market price”, if there is more than one published market for a security and

(a) only one of the published markets is in Canada, the market price is determined solely by reference to that market,

(b) more than one of the published markets is in Canada, the market price is determined solely by reference to the published market in Canada on which the greatest volume of trading in the particular class of securities occurred during the 20 trading days immediately before the date as of which the market price is being determined, and

(c) none of the published markets are in Canada, the market price is determined solely by reference to the published market on which the greatest volume of trading in the particular class of securities occurred during the 20 trading days immediately before the date as of which the market price is being determined.

(3) The prospectus requirement does not apply to a distribution by an issuer, of a right to purchase a security of the issuer's own issue, to a security holder of the issuer if all of the following apply:

(a) the issuer is a reporting issuer in at least one jurisdiction of Canada;

(b) if the issuer is a reporting issuer in the local jurisdiction, the issuer has filed all periodic and timely disclosure documents that it is required to have filed in that jurisdiction as required by each of the following:

(i) applicable securities legislation;

(ii) an order issued by the regulator or, in Québec, the securities regulatory authority;

(iii) an undertaking to the regulator or, in Québec, the securities regulatory authority;

(c) before the commencement of the exercise period for the rights, the issuer files and sends the rights offering notice to all security holders, resident in Canada, of the class of securities to be issued upon exercise of the rights;

(d) concurrently with filing the rights offering notice, the issuer files a rights offering circular;

(e) the basic subscription privilege is available on a pro rata basis to the security holders, resident in Canada, of the class of securities to be distributed upon the exercise of the rights;

(f) in Québec, the documents filed under paragraphs (c) and (d) are prepared in French or in French and English;

(g) the subscription price for a security to be issued upon the exercise of a right is:

(i) if there is a published market for the security, lower than the market price of the security on the day the rights offering notice is filed, or

(ii) if there is no published market for the security, lower than the fair value of the security on the day the rights offering notice is filed unless the issuer restricts all of its insiders from increasing their proportionate interest in the issuer through the exercise of the rights distributed or through a stand-by commitment;

(h) if the distribution includes an additional subscription privilege, all of the following apply:

(i) the issuer grants the additional subscription privilege to all holders of the rights;

(ii) each holder of a right is entitled to receive, upon the exercise of the additional subscription privilege, the number or amount of securities equal to the lesser of

(A) the number or amount of securities subscribed for by the holder under the additional subscription privilege; and

(B) the number or amount calculated in accordance with the following formula:

$x(y/z)$ where

x = the aggregate number or amount of securities available through unexercised rights after giving effect to the basic subscription privilege;

y = the number of rights exercised by the holder under the basic subscription privilege;

z = the aggregate number of rights exercised under the basic subscription privilege by holders of the rights that have subscribed for securities under the additional subscription privilege;

(iii) all unexercised rights have been allocated on a pro rata basis to holders who subscribed for additional securities under the additional subscription privilege;

(iv) the subscription price for the additional subscription privilege is the same as the subscription price for the basic subscription privilege;

(i) if the issuer enters into a stand-by commitment, all of the following apply:

(i) the issuer has granted an additional subscription privilege to all holders of the rights;

(ii) the issuer has included a statement in the rights offering circular that the issuer has confirmed that the stand-by guarantor has the financial ability to carry out its stand-by commitment;

(iii) the subscription price under the stand-by commitment is the same as the subscription price under the basic subscription privilege;

(j) if the issuer has stated in its rights offering circular that no security will be issued upon the exercise of a right unless a stand-by commitment is provided, or unless proceeds of no less than the stated minimum amount are received by the issuer, all of the following apply:

(i) the issuer has appointed a depository to hold all money received upon the exercise of the rights until either the stand-by commitment is provided or the stated minimum amount is received and the depository is one of the following:

(A) a Canadian financial institution;

(B) a registrant in the jurisdiction in which the funds are proposed to be held that is acting as managing dealer for the distribution of the rights or, if there is no managing dealer for the distribution of the rights, that is acting as a soliciting dealer;

(ii) the issuer and the depository have entered into an agreement, the terms of which require the depository to return the money referred to in subparagraph (i) in full to the holders of rights that have subscribed for securities under the distribution of the rights if the stand-by commitment is not provided or if the stated minimum amount is not received by the depository during the exercise period for the rights;

(k) the rights offering circular contains the following statement:

“There is no material fact or material change about [name of issuer] that has not been generally disclosed”.

(4) An issuer must not file an amendment to a rights offering circular filed under paragraph (3)(d) unless

(a) the amendment amends and restates the rights offering circular,

(b) the issuer files the amended rights offering circular before the earlier of

(i) the listing date of the rights, if the issuer lists the rights for trading,
and

(ii) the date the exercise period for the rights commences, and

(c) the issuer issues and files a news release explaining the reason for the amendment concurrently with the filing of the amended rights offering circular.

(5) On the closing date or as soon as practicable following the closing date, the issuer must issue and file a news release containing all of the following information:

(a) the aggregate gross proceeds of the distribution;

(b) the number or amount of securities distributed under the basic subscription privilege to

(i) all persons who were insiders before the distribution or became insiders as a result of the distribution, as a group, to the knowledge of the issuer after reasonable inquiry, and

(ii) all other persons, as a group;

(c) the number or amount of securities distributed under the additional subscription privilege to

(i) all persons who were insiders before the distribution or became insiders as a result of the distribution, as a group, to the knowledge of the issuer after reasonable inquiry, and

(ii) all other persons, as a group;

(d) the number or amount of securities distributed under any stand-by commitment;

(e) the number or amount of securities of the class issued and outstanding as of the closing date;

(f) the amount of any fees or commissions paid in connection with the distribution.

(6) Subsection (3) does not apply to a distribution of rights if any of the following apply:

(a) there would be an increase of more than 100 % in the number, or, in the case of debt, the principal amount, of the outstanding securities of the class to be issued upon the exercise of the rights, assuming the exercise of all rights issued under a distribution of rights by the issuer during the 12 months immediately before the date of the rights offering circular;

(b) the exercise period for the rights is less than 21 days, or more than 90 days, and commences after the day the rights offering notice is sent to security holders;

(c) the issuer has entered into an agreement that provides for the payment of a fee to a person for soliciting the exercise of rights by holders of rights that were not security holders of the issuer immediately before the distribution under subsection (3) and that fee is higher than the fee payable for soliciting the exercise of rights by holders of rights that were security holders at that time.

“2.1.1. Rights offering – stand-by commitment

Refer to Appendix E of Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20). First trades are subject to a seasoning period on resale. This text box does not form part of this Regulation and has no official status.

The prospectus requirement does not apply to the distribution of a security by an issuer to a stand-by guarantor as part of a distribution under section 2.1 if the stand-by guarantor acquires the security as principal.

“2.1.2. Rights offering – issuer with a minimal connection to Canada

Refer to Appendix E of Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20). First trades are subject to a seasoning period on resale. This text box does not form part of this Regulation and has no official status.

1) The prospectus requirement does not apply to a distribution by an issuer, of a right to purchase a security of the issuer's own issue, to a security holder of the issuer if all of the following apply:

(a) to the knowledge of the issuer after reasonable inquiry,

(i) the number of beneficial holders of the class for which the rights are issued that are resident in Canada does not constitute 10% or more of all holders of that class, and

(ii) the number or amount of securities of the issuer of the class for which the rights are issued that are beneficially held by security holders that are resident in Canada does not constitute, in the aggregate, 10% or more of the outstanding securities of that class;

(b) all materials sent to any other security holders for the distribution of the rights are concurrently filed and sent to each security holder of the issuer that is resident in Canada;

(c) the issuer files a written notice that it is relying on this exemption and a certificate that states that, to the knowledge of the person signing the certificate after reasonable inquiry,

(i) the number of beneficial holders of the class for which the rights are issued that are resident in Canada does not constitute 10 % or more of all holders of that class, and

(ii) the number or amount of securities of the issuer of the class for which the rights are issued that are beneficially held by security holders that are resident in Canada does not constitute, in the aggregate, 10 % or more of the outstanding securities of that class.

(2) For the purposes of paragraph (1)(c), a certificate of an issuer must be signed,

(a) if the issuer is a limited partnership, by an officer or director of the general partner of the issuer,

(b) if the issuer is a trust, by a trustee or officer or director of a trustee of the issuer, or

(c) in any other case, by an officer or director of the issuer.

“2.1.3. Rights offering – listing representation exemption

The listing representation prohibition does not apply to a listing representation made in a rights offering circular for a distribution of rights conducted under section 2.1.2 if the listing representation is not a misrepresentation.

“2.1.4. Rights offering – civil liability for secondary market disclosure

(1) The secondary market liability provisions apply to

(a) the acquisition of an issuer’s security pursuant to the exemption from the prospectus requirement set out in section 2.1, and

(b) the acquisition of an issuer’s security pursuant to the exemption from the prospectus requirement set out in section 2.42 if the security previously issued by the issuer was acquired pursuant to the exemption set out in section 2.1.

(2) For greater certainty, in British Columbia, the classes of acquisitions referred to in subsection (1) are prescribed classes of acquisitions under paragraph 140.2(b) of the *Securities Act* (R.S.B.C. 1996, c. 418).”.

2. The Regulation is amended by adding, after Appendix B, the following:

“APPENDIX C LISTING REPRESENTATION PROHIBITIONS

| JURISDICTION | SECURITIES LEGISLATION REFERENCE |
|------------------------------|--|
| ALBERTA | Subsection 92(3) of the Securities Act |
| MANITOBA | Subsection 69(3) of The Securities Act |
| NEW BRUNSWICK | Subsection 58(3) of the Securities Act |
| NEWFOUNDLAND AND LABRADOR | Subsection 39(3) of the Securities Act |
| NORTHWEST TERRITORIES | Subsection 147(1) Securities Act |
| NOVA SCOTIA | Subsection 44(3) of the Securities Act |
| NUNAVUT | Subsection 147(1) of the Securities Act |
| ONTARIO | Subsection 38(3) of the Securities Act |
| PRINCE EDWARD ISLAND | Subsection 147(1) of the Securities Act |
| QUÉBEC | Subsection 199(4) of the Securities Act |
| SASKATCHEWAN | Subsection 44(3) of The Securities Act, 1988 |
| YUKON | Subsection 147(1) of the Securities Act |

“APPENDIX D SECOND MARKET LIABILITY PROVISIONS

| JURISDICTION | SECURITIES LEGISLATION REFERENCE |
|------------------------------|---|
| ALBERTA | Part 17.01 of the Securities Act |
| BRITISH COLUMBIA | Part 16.1 of the Securities Act |
| MANITOBA | Part XVIII of The Securities Act |
| NEW BRUNSWICK | Part 11.1 of the Securities Act |
| NEWFOUNDLAND AND LABRADOR | Part XXII.1 of the Securities Act |
| NORTHWEST TERRITORIES | Part 14 of the Securities Act |
| NOVA SCOTIA | Sections 146A to 146N of the Securities Act |
| NUNAVUT | Part 14 of the Securities Act |
| ONTARIO | Part XXIII.1 of the Securities Act |
| PRINCE EDWARD ISLAND | Part 14 of the Securities Act |
| QUÉBEC | Division II of Chapter II of Title VIII of the Securities Act |
| SASKATCHEWAN | Part XVIII.1 of The Securities Act, 1988 |
| YUKON | Part 14 of the Securities Act.”. |

3. The Regulation is amended by adding, after Form 45-106F9, the following:

“FORM 45-106F14 RIGHTS OFFERING NOTICE FOR REPORTING ISSUERS

This is the form of notice you must use for a distribution of rights under section 2.1 of Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21). In this form, a distribution of rights is sometimes referred to as a “rights offering”.

PART 1 GENERAL INSTRUCTIONS

Deliver this rights offering notice to each security holder eligible to receive rights under the rights offering. Using plain language, prepare the rights offering notice using a question-and-answer format.

Guidance

We do not expect the rights offering notice to be longer than 2 pages in length.

PART 2 THE RIGHTS OFFERING NOTICE**1. Basic information**

State the following with the bracketed information completed:

“[Name of issuer]
Notice to security holders – [Date]”

If you have less than 12 months of working capital and are aware of material uncertainties that may cast significant doubt upon your ability to continue as a going concern, include the following language in bold immediately below the date of the rights offering notice:

“We currently have sufficient working capital to last [insert the number of months of working capital as at the date of the rights offering circular] months. We require [insert the percentage of the rights offering required to be taken up]% of the offering to last 12 months.”

2. Who can participate in the rights offering?

State the record date and identify which class of securities is subject to the offering.

3. Who is eligible to receive rights?

List the jurisdictions in which the issuer is offering rights.

Explain how a security holder in a foreign jurisdiction can acquire the rights and the securities issuable upon the exercise of the rights.

4. How many rights are we offering?

State the total number of rights offered.

5. How many rights will you receive?

State the number of rights a security holder on the record date will receive for every security held as of the record date.

6. What does one right entitle you to receive?

State the number of rights required to acquire a security upon the exercise of the rights. Also state the subscription price.

7. How will you receive your rights?

Include a rights certificate with the rights offering notice if the rights offering notice is being delivered to a registered security holder and direct the security holder's attention to this certificate.

If you are delivering the rights offering notice to a security holder in a foreign jurisdiction, provide instructions on how that security holder can receive its rights certificate.

8. When and how can you exercise your rights?

State when the exercise period ends for security holders who have their rights certificate.

Also, provide instructions on how to exercise the rights to security holders whose securities are held in a brokerage account.

9. What are the next steps?

Include the following statement, using wording substantially similar to the following:

“This document contains key information you should know about [insert name of issuer]. You can find more details in the issuer’s rights offering circular. To obtain a copy, visit [insert name of issuer]’s profile on the SEDAR website, visit [insert the website of the issuer], ask your dealer representative for a copy or contact [insert name of contact person of the issuer] at [insert the phone number or email of the contact person of the issuer]. You should read the rights offering circular, along with [insert name of issuer]’s continuous disclosure record, to make an informed decision.”

10. Signature

Sign the rights offering notice. State the name and title of the person signing the rights offering notice.

“ FORM 45-106F15 RIGHTS OFFERING CIRCULAR FOR REPORTING ISSUERS

PART 1 INSTRUCTIONS

1. Overview of the rights offering circular

This is the form of circular you must use for a distribution of rights under section 2.1 of Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21). In this form, a distribution of rights is sometimes referred to as a “rights offering”.

The objective of the rights offering circular is to provide information about the rights offering and details on how an existing security holder can exercise the rights.

Prepare the rights offering circular using a question-and-answer format.

Guidance

We do not expect the rights offering circular to be longer than 10 pages.

2. Incorporating information by reference

You must not incorporate information into the rights offering circular by reference.

3. Plain language

Use plain, easy to understand language in preparing the rights offering circular. Avoid technical terms but if they are necessary, explain them in a clear and concise manner.

4. Format

Except as otherwise stated, use the questions presented in this form as headings in the rights offering circular. To make the rights offering circular easier to understand, present information in tables.

5. Omitting information

Unless this form indicates otherwise, you are not required to complete an item in this form if it does not apply.

6. Date of information

Unless this form indicates otherwise, present the information in this form as of the date of the rights offering circular.

7. Forward-looking information

If you disclose forward-looking information in the rights offering circular, you must comply with Part 4A.3 of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24).

PART 2 SUMMARY OF OFFERING**8. Required statement**

State in italics, at the top of the cover page, the following:

“This rights offering circular is prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this circular. Any representation to the contrary is an offence.

This is the circular we referred to in the [insert date of the rights offering notice] rights offering notice, which you should have already received. Your rights certificate and relevant forms were enclosed with the rights offering notice. This circular should be read in conjunction with the rights offering notice and our continuous disclosure prior to making an investment decision.”.

Guidance

We remind issuers and their executives that they are liable under secondary market liability provisions for the disclosure in this rights offering circular.

9. Basic disclosure about the distribution

Immediately below the statement referred to in item 8, state the following with the bracketed information completed:

“Rights offering circular [Date]
[Name of Issuer]”

If you have less than 12 months of working capital and are aware of material uncertainties that may cast significant doubt upon your ability to continue as a going concern, state the following in bold immediately below the name of the issuer:

“We currently have sufficient working capital to last [insert the number of months of working capital as at the date of the rights offering circular] months. We require [insert the percentage of the rights offering required to be taken up]% of the offering to last 12 months.”.

10. Purpose of the rights offering circular

State the following in bold:

“Why are you reading this circular?”.

Explain the purpose of the rights offering circular. State that the rights offering circular provides details about the rights offering and refer to the rights offering notice that you sent to security holders.

11. Securities offered

State the following in bold:

“What is being offered?”.

Provide the number of rights you are offering to each security holder under the rights offering. If your outstanding share capital includes more than one class or type of security, identify which security holders are eligible to receive rights. Include the record date the issuer will use to determine which security holders are eligible to receive rights.

12. Right entitlement

State the following in bold:

“What do(es) [insert number of rights] right[s] entitle you to receive?”.

Explain what the security holder will receive upon the exercise of the rights. Also include the number of rights needed to acquire the underlying security.

13. Subscription price

State the following in bold:

“What is the subscription price?”.

Provide the price a security holder must pay to exercise the rights. If there is no published market for the securities, either explain how you determined the fair value of the securities or explain that no insider will be able to increase their proportionate interest through the rights offering.

Guidance

Refer to paragraph 2.1(3)(g) of Regulation 45-106 respecting Prospectus Exemptions which provides that the subscription price must be lower than the market price if there is a published market for the securities. If there is no published market, either the subscription price must be lower than the fair value of the securities or insiders are not permitted to increase their proportionate interest in the issuer through the rights offering.

14. Expiry of offer

State the following in bold:

“When does the offer expire?”.

Provide the date and time that the offer expires.

Guidance

Refer to paragraph 2.1(6)(b) of Regulation 45-106 respecting Prospectus Exemptions which provides that the prospectus exemption is not available where the exercise period for the rights is less than 21 days or more than 90 days after the day the rights offering notice is sent to security holders.

15. Description of the securities

State the following in bold:

“What are the significant attributes of the rights issued under the rights offering and the securities to be issued upon the exercise of the rights?”.

Describe the significant attributes of the rights and securities to be issued upon exercise of the rights. Include in the description the number of outstanding securities of the class of securities issuable upon exercise of the rights, as of the date of the rights offering circular.

16. Securities issuable under the rights offering

State the following in bold:

“What are the minimum and maximum number or amount of [insert type of security issuable upon the exercise of the rights] that may be issued under the rights offering?”.

Provide the minimum, if any, and maximum number or amount of securities that may be issuable upon the exercise of the rights.

17. Listing of securities

State the following in bold:

“Where will the rights and the securities issuable upon the exercise of the rights be listed for trading?”.

Identify the exchange(s) and quotation system(s), if any, on which the rights and underlying securities are listed, traded or quoted. If no market exists, or is expected to exist, state the following in bold:

“There is no market through which these [rights and/or underlying securities] may be sold.”.

PART 3 USE OF AVAILABLE FUNDS**18. Available funds**

State the following in bold:

“What will our available funds be upon the closing of the rights offering?”.

Using the following table, disclose the available funds after the rights offering. If you plan to combine additional sources of funding with the offering proceeds to achieve your principal capital-raising purpose, provide details about each additional source of funding.

If there is no minimum offering or stand-by commitment, or if the minimum offering or stand-by commitment represents less than 75% of the rights offering, include threshold disclosure if only 15%, 50% or 75% of the entire offering is taken up.

Disclose the amount of working capital deficiency, if any, of the issuer as of the most recent month end. If the available funds will not eliminate the working capital deficiency, state how you intend to eliminate or manage the deficiency. If there has been a significant change in the working capital since the most recently audited annual financial statements, explain those changes.

Guidance

We would consider a significant change to include a change in the working capital that results in material uncertainty regarding the issuer's going concern assumption, or a change in the working capital balance from positive to deficiency or vice versa.

| | | Assuming minimum offering or stand-by commitment only | Assuming 15% of offering | Assuming 50% of offering | Assuming 75% of offering | Assuming 100% of offering |
|---|---|--|--------------------------------|--------------------------------|--------------------------------|---------------------------------|
| A | Amount to be raised by this offering | \$ | \$ | \$ | \$ | \$ |
| B | Selling commissions and fees | \$ | \$ | \$ | \$ | \$ |
| C | Estimated offering costs (e.g., legal, accounting, audit) | \$ | \$ | \$ | \$ | \$ |
| D | Available funds: $D = A - (B+C)$ | \$ | \$ | \$ | \$ | \$ |
| E | Additional sources of funding required | \$ | \$ | \$ | \$ | \$ |
| F | Working capital deficiency | \$ | \$ | \$ | \$ | \$ |
| G | Total: $G = (D+E) - F$ | \$ | \$ | \$ | \$ | \$ |

19. Use of available funds

State the following in bold:

“How will we use the available funds?”.

Using the following table, provide a detailed breakdown of how you will use the available funds. Describe in reasonable detail each of the principal purposes, with approximate amounts.

| Description of intended use of available funds listed in order of priority. | Assuming minimum offering or stand-by commitment only | Assuming 15% of offering | Assuming 50% of offering | Assuming 75% of offering | Assuming 100% of offering |
|---|---|--------------------------|--------------------------|--------------------------|---------------------------|
| | \$ | \$ | \$ | \$ | \$ |
| | \$ | \$ | \$ | \$ | \$ |
| Total: Equal to G in the available funds in item 18 | \$ | \$ | \$ | \$ | \$ |

If there is no minimum offering or stand-by commitment, or if the minimum offering or stand-by commitment represents less than 75% of the rights offering, include threshold disclosure if only 15%, 50% or 75% of the entire offering is taken up.

Instructions:

1. *If the issuer has significant short-term liquidity requirements, discuss, for each threshold amount (i.e., 15%, 50% and 75%), the impact, if any, of raising that amount on its liquidity, operations, capital resources and solvency. Short-term liquidity requirements include non-discretionary expenditures for general corporate purposes and overhead expenses, significant short-term capital or contractual commitments, and expenditures required to achieve stated business objectives.*

When discussing the impact of raising each threshold amount on your liquidity, operations, capital resources and solvency, include all of the following in the discussion:

- *which expenditures will take priority at each threshold, and what effect this allocation would have on your operations and business objectives and milestones;*
- *the risks of defaulting on payments as they become due, and what effect the defaults would have on your operations;*
- *an analysis of your ability to generate sufficient amounts of cash and cash equivalents from other sources, the circumstances that could affect those sources and management's assumptions in conducting this analysis.*

State the minimum amount required to meet the short-term liquidity requirements. In the event that the available funds could be less than the amount required to meet the short-term liquidity requirements, describe how management plans to discharge its liabilities as they become due. Include the assumptions management used in its plans.

If the available funds could be insufficient to cover the issuer's short-term liquidity requirements and overhead expenses for the next 12 months, include management's assessment of the issuer's ability to continue as a going concern. If there are material uncertainties that cast significant doubt upon the issuer's ability to continue as a going concern, state this fact in bold.

2. *If you will use more than 10% of available funds to reduce or retire indebtedness and the indebtedness was incurred within the two preceding years, describe the principal purposes for which the indebtedness was used. If the creditor is an insider, associate or affiliate of the issuer, identify the creditor and the nature of the relationship to the issuer and disclose the outstanding amount owed.*

3. *If you will use more than 10% of available funds to acquire assets, describe the assets. If known, disclose the particulars of the purchase price being paid for or being allocated to the assets or categories of assets, including intangible assets. If the vendor of the asset is an insider, associate or affiliate of the issuer, identify the vendor and nature of the relationship to the issuer, and disclose the method used to determine the purchase price.*

4. *If any of the available funds will be paid to an insider, associate or affiliate of the issuer, disclose in a note to the use of available funds table in item 19 the name of the insider, associate or affiliate, the relationship to the issuer, and the amount to be paid.*

5. *If you will use more than 10% of available funds for research and development of products or services,*

a. describe the timing and stage of research and development that management anticipates will be reached using the funds,

b. describe the major components of the proposed programs you will use the available funds for, including an estimate of anticipated costs,

c. state if you are conducting your own research and development, are subcontracting out the research and development or are using a combination of those methods, and

d. describe the additional steps required to reach commercial production and an estimate of costs and timing.

6. *If you may reallocate available funds, include the following statement:*

“We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.”.

20. How long will the available funds last?

State the following in bold:

“How long will the available funds last?”.

Explain how long management anticipates the available funds will last. If you do not have adequate funds to cover anticipated expenses for the next 12 months, state the sources of financing that the issuer has arranged but not yet used. Also, provide an analysis of the issuer’s ability to generate sufficient amounts of cash and cash equivalents in the short term and the long term to maintain capacity, and to meet planned growth or to fund development activities. You should describe sources of funding and circumstances that could affect those sources that are reasonably likely to occur. If this results in material uncertainties that cast significant doubt upon the issuer’s ability to continue as a going concern, disclose this fact.

If you expect the available funds to last for more than 12 months, state this expectation.

PART 4 INSIDER PARTICIPATION

21. Intention of insiders

State the following in bold:

“Will insiders be participating?”.

Provide the answer. If “yes”, provide details of insiders’ intentions to exercise their rights, to the extent known to the issuer after reasonable inquiry.

22. Holders of at least 10% before and after the rights offering

State the following in bold:

“Who are the holders of 10% or more of our securities before and after the rights offering?”.

Provide this information in the following tabular form, to the extent known to the issuer after reasonable inquiry:

| Name | Holdings before the offering | Holdings after the offering |
|---------------------------|---|---|
| [Name of security holder] | [State the number or amount of securities held and the percentage of security holdings this represents] | [State the number or amount of securities held and the percentage of security holdings this represents] |

PART 5 DILUTION

23. Dilution

State the following in bold:

“If you do not exercise your rights, by how much will your security holdings be diluted?”.

Provide a percentage in the rights offering circular and state the assumptions used, as appropriate.

PART 6 STAND-BY COMMITMENT

24. Stand-by guarantor

State the following in bold:

“Who is the stand-by guarantor and what are the fees?”.

Explain the nature of the issuer's relationship with the stand-by guarantor including whether, and the basis on which, if applicable, the stand-by guarantor is a related party of the issuer. Describe the stand-by commitment and the material terms of the basis on which the stand-by guarantor may terminate the obligation under the stand-by commitment.

Instructions:

In determining if a stand-by guarantor is a related party, you should refer to the issuer's GAAP which has the same meaning as in Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25).

25. Financial ability of the stand-by guarantor

State the following in bold:

“Have we confirmed that the stand-by guarantor has the financial ability to carry out its stand-by commitment?”.

If the offering has a stand-by commitment, state that you have confirmed that the stand-by guarantor has the financial ability to carry out its stand-by commitment.

26. Security holdings of the stand-by guarantor

State the following in bold:

“What are the security holdings of the stand-by guarantor before and after the rights offering?”.

Provide this information in the following tabular form, to the extent known to the issuer after reasonable inquiry:

| Name | Holdings before the offering | Holdings after the offering if the stand-by guarantor takes up the entire stand-by commitment |
|------------------------------|---|---|
| [Name of stand-by guarantor] | [State the number or amount of securities held and the percentage of security holdings this represents] | [State the number or amount of securities held and the percentage of security holdings this represents] |

PART 7 MANAGING DEALER, SOLICITING DEALER AND UNDERWRITING CONFLICTS

27. The managing dealer, the soliciting dealer and their fees

State the following in bold:

“Who is the [managing dealer/soliciting dealer] and what are its fees?”.

Identify the managing dealer, if any, and the soliciting dealer, if any, and describe the commissions or fees payable to them.

28. Managing dealer/soliciting dealer conflicts

State the following in bold:

“Does the [managing dealer/soliciting dealer] have a conflict of interest?”.

If disclosure is required by Regulation 33-105 respecting Underwriting Conflicts (chapter V-1.1, r. 11), include that disclosure.

PART 8 HOW TO EXERCISE THE RIGHTS**29. Security holders who are registered holders**

State the following in bold:

“How does a security holder that is a registered holder participate in the rights offering?”.

Explain how a registered holder can participate in the rights offering.

30. Security holders who are not registered holders

State the following in bold:

“How does a security holder that is not a registered holder participate in the rights offering?”.

Explain how a security holder who is not a registered holder can participate in the rights offering.

31. Eligibility to participate

State the following in bold:

“Who is eligible to receive rights?”.

List the jurisdictions in which you are making the rights offering.

Explain how a security holder in a foreign jurisdiction can acquire the rights and securities issuable upon the exercise of the rights.

32. Additional subscription privilege

State the following in bold:

“What is the additional subscription privilege and how can you exercise this privilege?”.

Describe the additional subscription privilege and explain how a holder of rights who has exercised the basic subscription privilege can exercise the additional subscription privilege.

33. Transfer of rights

State the following in bold:

“How does a rights holder sell or transfer rights?”.

Explain how a holder of rights can sell or transfer rights. If the rights will be listed on an exchange, provide further details related to the trading of the rights on the exchange.

34. Trading of underlying securities

State the following in bold:

“When can you trade securities issuable upon the exercise of your rights?”.

State when a security holder can trade the securities issuable upon the exercise of the rights.

35. Resale restrictions

State the following in bold:

“Are there restrictions on the resale of securities?”.

If the issuer is offering rights in one or more jurisdictions where there are restrictions on the resale of securities, include a statement disclosing when those rights and underlying securities will become freely tradable and that until then such securities may not be resold except pursuant to a prospectus or prospectus exemption, which may be available only in limited circumstances.

36. Fractional securities upon exercise of the rights

State the following in bold:

“Will we issue fractional underlying securities upon exercise of the rights?”.

Respond “yes” or “no” and explain (if necessary).

PART 9 APPOINTMENT OF DEPOSITORY**37. Depository**

State the following in bold:

“Who is the depository?”.

If the rights offering is subject to a minimum offering amount, or if there is a stand-by commitment, state the name of the depository you appointed to hold all money received upon exercise of the rights until the minimum offering amount or stand-by commitment is received or until the money is returned.

38. Release of funds from depository

State the following in bold:

“What happens if we do not raise the [minimum offering amount] or if we do not receive funds from the stand-by guarantor?”.

If the offering is subject to a minimum offering amount, or if there is a stand-by commitment, state that you have entered into an agreement with the depository under which the depository will return the money held by it to holders of rights that have already subscribed for securities under the offering, if you do not raise the minimum offering amount or receive funds from the stand-by guarantor.

PART 10 FOREIGN ISSUERS**39. Foreign issuers**

State the following in bold:

“How can you enforce a judgment against us?”.

If the issuer is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following:

“[The issuer] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. It may not be possible for investors to enforce judgments obtained in Canada against any person that is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada.”.

PART 11 ADDITIONAL INFORMATION**40. Additional information**

State the following in bold:

“Where can you find more information about us?”.

Provide the SEDAR website address and state that a security holder can access the issuer’s continuous disclosure from that site. If applicable, provide the issuer’s website address.

PART 12 MATERIAL FACTS AND MATERIAL CHANGES**41. Material facts and material changes**

State the following in bold:

“There is no material fact or material change about the issuer that has not been generally disclosed.”.

If there is a material fact or material change about the issuer that has not been generally disclosed, add disclosure of that material fact or material change.

Guidance

Issuers should be aware that disclosing a material change in the rights offering circular does not relieve the issuer of the requirement to issue a news release and file a material change report as required by Part 7 of Regulation 51-102 respecting Continuous Disclosure Obligations.

4. This Regulation comes into force on December 8, 2015.

102366

M.O., 2015-17**Order number V-1.1-2015-17 of the Minister of Finance dated 18 November 2015**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements

WHEREAS subparagraphs 3, 6, 8, 14 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 41-101 respecting General Prospectus Requirements approved by ministerial order no. 2008-05 dated March 4, 2008 (2008, *G.O.* 2, 810);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 41-101 respecting General Prospectus Requirements was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 11, no. 47 of November 27, 2014;

WHEREAS the *Autorité des marchés financiers* made, on October 26, 2015, by the decision no. 2015-PDG-0167, Regulation to amend Regulation 41-101 respecting General Prospectus Requirements;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements appended hereto.

18 November 2015

CARLOS LEITÃO,
Minister of Finance

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(chapter V-1.1, s. 331.1, par. (3), (6), (8), (14) and (34))

1. Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended by inserting, after section 8.3, the following:

“PART 8A RIGHTS OFFERINGS

“8A.1. Application and definitions

(1) This Part applies to an issuer that files a preliminary or final prospectus to distribute rights.

(2) In this Part,

“additional subscription privilege” means a privilege, granted to a holder of a right, to subscribe for a security not subscribed for by any holder under a basic subscription privilege;

“basic subscription privilege” means a privilege to subscribe for the number or amount of securities set out in a rights certificate held by the holder of the rights certificate;

“managing dealer” means a person that has entered into an agreement with an issuer under which the person has agreed to organize and participate in the solicitation of the exercise of the rights issued by the issuer;

“market price” means, for securities of a class for which there is a published market,

(a) except as provided in paragraph (b),

(i) if the published market provides a closing price, the simple average of the closing price of securities of that class on the published market for each of the trading days on which there was a closing price falling not more than 20 trading days immediately before the day as of which the market price is being determined, or

(ii) if the published market does not provide a closing price, but provides only the highest and lowest prices of securities of the class traded, the average of the simple averages of the highest and lowest prices of securities of the class on the published market for each of the trading days on which there were highest and lowest prices falling not more than 20 trading days immediately before the day as of which the market price is being determined, or

(b) if trading of securities of the class on the published market has occurred on fewer than 10 of the immediately preceding 20 trading days, the average of the following amounts established for each of the 20 trading days immediately before the day as of which the market price is being determined:

(i) the average of the closing bid and closing ask prices for each day on which there was no trading;

(ii) if the published market

(A) provides a closing price of securities of the class for each day that there was trading, the closing price, or

(B) provides only the highest and lowest prices, the average of the highest and lowest prices of securities of that class for each day that there was trading;

“published market” means, for a class of securities, a marketplace on which the securities are traded, if the prices at which they have been traded on that marketplace are regularly

(a) disseminated electronically, or

(b) published in a newspaper or business or financial publication of general and regular paid circulation;

“soliciting dealer” means a person whose interest in a distribution of rights is limited to soliciting the exercise of the rights by holders of those rights;

“stand-by commitment” means an agreement by a person to acquire the securities of an issuer not subscribed for under the basic subscription privilege or the additional subscription privilege.

(3) For the purpose of the definition of “market price”, if there is more than one published market for a security and

(a) only one of the published markets is in Canada, the market price is determined solely by reference to that market,

(b) more than one of the published markets is in Canada, the market price is determined solely by reference to the published market in Canada on which the greatest volume of trading in the particular class of securities occurred during the 20 trading days immediately before the date as of which the market price is being determined, and

(c) none of the published markets are in Canada, the market price is determined solely by reference to the published market on which the greatest volume of trading in the particular class of securities occurred during the 20 trading days immediately before the date as of which the market price is being determined.

“8A.2. Filing of prospectus for a rights offering

(1) An issuer must not file a prospectus for a distribution of rights unless all of the following apply:

(a) in addition to qualifying the distribution of the rights, the prospectus qualifies the distribution of the securities issuable upon the exercise of the rights;

(b) if there is a managing dealer, the managing dealer complies with section 5.9 as if the dealer were an underwriter;

(c) the exercise period for the rights is at least 21 days after the date on which the prospectus is sent to security holders;

(d) the subscription price for a security to be issued upon the exercise of a right is,

(i) if there is a published market for the security, lower than the market price of the security on the date of the final prospectus, or

(ii) if there is no published market for the security, lower than the fair value of the security on the date of the final prospectus unless the issuer restricts all of its insiders from increasing their proportionate interest in the issuer through the exercise of the rights distributed under the prospectus or through a stand-by commitment.

(2) If subparagraph (1)(d)(ii) applies, the issuer must deliver to the regulator or, in Québec, the securities regulatory authority independent evidence of fair value.

“8A.3. Additional subscription privilege

An issuer must not grant an additional subscription privilege to a holder of a right unless all of the following apply:

(a) the issuer grants the additional subscription privilege to all holders of a right;

(b) each holder of a right is entitled to receive, upon the exercise of the additional subscription privilege, the number or amount of securities equal to the lesser of

(i) the number or amount of securities subscribed for by the holder under the additional subscription privilege, and

(ii) the number calculated in accordance with the following formula:

$x(y/z)$ where

x = the aggregate number or amount of securities available through unexercised rights after giving effect to the basic subscription privilege;

y = the number of rights exercised by the holder under the basic subscription privilege;

z = the aggregate number of rights exercised under the basic subscription privilege by holders of the rights that have subscribed for securities under the additional subscription privilege;

(c) all unexercised rights have been allocated on a pro rata basis to holders who subscribed for additional securities under the additional subscription privilege;

(d) the subscription price for the additional subscription privilege is the same as the subscription price for the basic subscription privilege.

“8A.4. Stand-by commitments

If an issuer enters into a stand-by commitment for a distribution of rights, all of the following apply:

(a) the issuer must grant an additional subscription privilege to all holders of a right;

(b) the issuer must deliver to the regulator or, in Québec, the securities regulatory authority evidence that the person providing the stand-by commitment has the financial ability to carry out the stand-by commitment;

(c) the subscription price under the stand-by commitment must be the same as the subscription price under the basic subscription privilege.

“8A.5. Appointment of depository

If an issuer has stated in a prospectus that no security will be issued upon the exercise of a right unless a stand-by commitment is provided, or unless proceeds of no less than the stated minimum amount are received by the issuer, all of the following apply:

(a) the issuer must appoint a depository to hold all money received upon the exercise of the rights until either the stand-by commitment is provided or the stated minimum amount is received and the depository is one of the following:

- (i) a Canadian financial institution;
 - (ii) a registrant in the jurisdiction in which the funds are proposed to be held that is acting as managing dealer for the distribution of the rights, or, if there is no managing dealer for the distribution of the rights, that is acting as a soliciting dealer;
- (b) the issuer and the depository must enter into an agreement, the terms of which require the depository to return the money referred to in paragraph (a) in full to the holders of rights that have subscribed for securities under the distribution of the rights if the stand-by commitment is not provided or if the stated minimum amount is not received by the depository during the exercise period for the rights.

“8A.6. Amendment

If an issuer has filed a final prospectus for a distribution of rights, the issuer must not change the terms of the distribution.”.

2. Section 9.2 of the Regulation is amended by inserting, in paragraph (b) and after subparagraph (iii), the following subparagraphs, and making the necessary changes:

“(iv) the evidence of financial ability required to be delivered under section 8A.4 if it has not previously been delivered; and

“(v) the evidence of fair value required to be delivered under subsection 8A.2(2) if it has not previously been delivered.”.

3. Section 10.1 of the Regulation is amended, in the French text:

(1) by replacing, in subparagraph (ii) of subparagraph (d) of paragraph (2), the words “des déclarations fausses ou trompeuses” with the words “de l’information fausse ou trompeuse”;

(2) by replacing, in subparagraph (b) of paragraph (3), the words “des déclarations fausses ou trompeuses” with the words “de l’information fausse ou trompeuse”.

4. Section 13.4 of the Regulation is amended by replacing, in the French text of subparagraph (iii) of subparagraph (a) of paragraph (3), the words “informations fausses ou trompeuses” with the words “information fausse ou trompeuse”.

5. Appendix A of the Regulation is amended by replacing, in the French text of subparagraph (ii) of paragraph (A) of question 9, the words “informations fausses ou trompeuses” with the words “information fausse ou trompeuse”.

6. This Regulation comes into force on December 8, 2015.

M.O., 2015-18**Order number V-1.1-2015-18 of the Minister of Finance dated 18 November 2015**

Securities Act
(chapter V-1.1)

CONCERNING concordant regulations to Regulation to amend Regulation 45-106 respecting Prospectus Exemptions and Regulation to amend Regulation 41-101 respecting General Prospectus Requirements

WHEREAS subparagraphs 1, 3, 5, 6, 8, 11, 14 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the following regulations have been made by the *Autorité des marchés financiers* or approved by the minister of Finances :

— Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) by decision no. 2001-C-0272 dated June 12, 2001 (Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, Vol. 32, No. 26, dated June 29, 2001);

— Regulation 43-101 respecting Standards of Disclosure for Mineral Projects approved by ministerial order no. 2005-23 dated November 30, 2005 (2005, *G.O.* 2, 5169);

— Regulation 44-101 respecting Short Form Prospectus Distributions approved by ministerial order no. 2005-24 dated November 30, 2005 (2005, *G.O.* 2, 5183);

— Regulation 45-101 respecting Rights Offerings by decision no. 2001-C-0247 dated June 12, 2001 (Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, Vol. 32, No. 25, dated June 22, 2001);

— Regulation 45-102 respecting Resale of Securities approved by ministerial order no. 2005-21 dated August 12, 2005 (2005, *G.O.* 2, 3648);

WHEREAS there is cause to amend or repeal those regulations;

WHEREAS the following draft regulations were published in the *Bulletin de l'Autorité des marchés financiers*, volume 11, no. 47 of November 27, 2014:

— Regulation to amend Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR);

— Regulation to amend Regulation 43-101 respecting Standards of Disclosure for Mineral Projects;

— Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions;

— Regulation to repeal Regulation 45-101 respecting Rights Offerings;

— Regulation to amend Regulation 45-102 respecting Resale of Securities;

WHEREAS those draft regulations were made by the *Autorité des marchés financiers* by decision no. 2015-PDG-0168 dated October 26, 2015;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the following regulations appended hereto :

— Regulation to amend Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) ;

— Regulation to amend Regulation 43-101 respecting Standards of Disclosure for Mineral Projects;

— Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions;

— Regulation to repeal Regulation 45-101 respecting Rights Offerings;

— Regulation to amend Regulation 45-102 respecting Resale of Securities.

18 November 2015

CARLOS LEITÃO,
Minister of Finance

REGULATION TO AMEND REGULATION 13-101 RESPECTING THE SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

Securities Act

(chapter V-1.1, s. 331.1, par. (1))

1. Appendix A of Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) (chapter V-1.1, r. 2) is amended by replacing subparagraphs 17 and 18 of paragraph (a) of item A of part II with the following:

“17. (paragraph revoked)

“18. (paragraph revoked)

“19. Rights Offering – Circular

“20. Rights Offering – Minimal Connection”.

2. This Regulation comes into force on December 8, 2015.

REGULATION TO AMEND REGULATION 43-101 RESPECTING STANDARDS OF DISCLOSURE FOR MINERAL PROJECTS

Securities Act

(chapter V-1.1, s. 331.1, par. (8))

1. Section 4.2 of Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (chapter V-1.1, r. 15) is amended by replacing, in the French text of subparagraph (e) of paragraph (1), the words “notices d’offre pour le placement de droits” with the words “notices de placement de droits”.

2. This Regulation comes into force on December 8, 2015.

REGULATION TO AMEND REGULATION 44-101 RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (6) and (11))

1. Section 4.2 of Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16) is amended by inserting, in paragraph (b) and after subparagraph (iii), the following, and making the necessary changes:

“(iv) the evidence of financial ability required to be delivered under section 8A.4 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) if it has not previously been delivered, and

“(v) the evidence of fair value required to be delivered under subsection 8A.2(2) of Regulation 41-101 respecting General Prospectus Requirements if it has not previously been delivered.”.

2. This Regulation comes into force on December 8, 2015.

REGULATION TO REPEAL REGULATION 45-101 RESPECTING RIGHTS OFFERINGS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (5), (6), (8), (11), (14) and (34))

1. Regulation 45-101 respecting Rights Offerings (chapter V-1.1, r. 19) is repealed.

2. This Regulation comes into force on December 8, 2015.

REGULATION TO AMEND REGULATION 45-102 RESPECTING RESALE OF SECURITIES

Securities Act

(chapter V-1.1, s. 331.1, par. (1) and (11))

1. Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20) is amended by replacing, in Appendix E, “section 2.1 [Rights offering]” with the following:

“- section 2.1 [*Rights offering – reporting issuer*];

“- section 2.1.1 [*Rights offering – stand-by commitment*];

“- section 2.1.2 [*Rights offering – issuer with a minimal connection to Canada*];”.

2. This Regulation comes into force on December 8, 2015.

102368

Draft Regulations

Draft Ministerial Order

Highway Safety Code
(chapter C-24.2)

Rules for using wheel-load scales — Amendment

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Order to amend the Ministerial Order concerning the approval of weigh scales, appearing below, may be made by the Minister of Transport on the expiry of 45 days following this publication.

The draft Ministerial Order allows operators of Haenni wheel-load scales, approved by the Minister and listed in Schedule V to the Ministerial Order, to weigh categories of axles of road vehicles or combinations of road vehicles in accordance with the manufacturer's instructions.

The Société does not foresee any impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Martine Légaré, Société de l'assurance automobile du Québec, 333, boulevard Jean-Lesage, E-4-31, case postale 19600, Québec (Québec) G1K 8J6; telephone: 418 528-5443.

Any person wishing to comment on the matter is requested to submit written comments within the 45-day period to the Minister of Transport, 700, boulevard René-Lévesque Est, 29^e étage, Québec (Québec) G1R 5H1.

ROBERT POËTI,
Minister of Transport

Order 2015-15 of the Minister of Transport dated 18 November 2015 to amend the Ministerial Order dated 22 May 1990 concerning the approval of weigh scales

Highway Safety Code
(chapter C-24.2, s. 467)

Rules for using wheel-load scales

THE MINISTER OF TRANSPORT,

CONSIDERING section 467 of the Highway Safety Code (chapter C-24.2), which provides that the axle load and the total loaded mass of a road vehicle or combination of road vehicles are determined by means of devices designed for that purpose, approved by the Minister of Transport and used in the manner the Minister determines:

ORDERS AS FOLLOWS:

1. Section 15.3 of the Ministerial Order dated 22 May 1990 concerning the approval of weigh scales (chapter C-24.2, r. 4) is amended by inserting the following after the first paragraph:

“The operator may also weigh a category of axle in accordance with the manufacturer's instructions.”.

2. This Order comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*.

ROBERT POËTI,
Minister of Transport

102372

Notices

Notice

Natural Heritage Conservation Act
(chapter C-61.01)

Piémont-du-Mont-Saint-Hilaire Nature Reserve Conservation de la nature – Québec — Recognition

Notice is hereby given, in keeping with article 58 of the Natural Heritage Conservation Act (chapter C-61.01), that the Minister of Sustainable Development, Environment and Fight Against Climate Change has recognized as a nature reserve, a private property of the area of 7,45 hectares, situated on the City of Mont-Saint-Hilaire, municipalité régionale de comté de La Vallée-du-Richelieu. This property is constituted by the sector Sœurs de la Présentation de Marie (achat) known and designated as being the lots numbers 3 236 486 and 3 273 998 of the Quebec Land Register, Rouville Registry division.

This recognition, for perpetuity, takes effect on the date of the publication of this notice in the *Gazette officielle du Québec*.

JEAN-PIERRE LANIEL,
*Interim General Director
of Ecology and Conservation*

102375

Notice

Natural Heritage Conservation Act
(chapter C-61.01)

Piémont-du-Mont-Saint-Hilaire Nature Reserve Nature Conservancy Canada — Recognition

Notice is hereby given, in keeping with article 58 of the Natural Heritage Conservation Act (chapter C-61.01), that the Minister of Sustainable Development, Environment and Fight Against Climate Change has recognized as a nature reserve, a private property of the area of 15,55 hectares,

situated on the City of Mont-Saint-Hilaire and the municipality of Saint-Jean-Baptiste, municipalité régionale de comté de La Vallée-du-Richelieu. This property is constituted by the sector Sœurs de la Présentation de Marie (donation) known and designated as being the lots numbers 2 815 761 and 2 815 762 of the Quebec Land Register, by the sector Crépeau-Dansereau known and designated as being the lots numbers 1 816 730, 2 963 236 and 2 963 238 of the Quebec Land Register, by the sector Fondation Savoy inc. known and designated as being the lot number 1 819 102 of the Quebec Land Register, by the sector Halle known and designated as being the lot number 1 819 160 of the Quebec Land Register, by the sector Lavoie-Depocas known and designated as being the lot number 1 816 642 of the Quebec Land Register, by the sector Les Frères de Notre-Dame de Miséricorde known and designated as being the lot number 2 979 630 of the Quebec Land Register, by the sector Reed-Spillane known and designated as being the lot number 1 816 649 of the Quebec Land Register, by the sector Blouin et Galarneau known and designated as being the lot number 4 149 192 of the Quebec Land Register, by the sector Desnoyers known and designated as being the lots numbers 1 817 557, 1 817 583, 1 817 584, 1 817 585, 1 817 586, 1 817 587, 1 817 588, 1 817 590, 1 817 591, 1 817 599 and 1 817 601 of the Quebec Land Register, by the sector Desautels et Huart known and designated as being the lot number 4 149 196 of the Quebec Land Register and by the sector Galarneau (ptie) known and designated as being the lot number 4 149 177 of the Quebec Land Register, Rouville Registry division.

This recognition, for perpetuity, takes effect on the date of the publication of this notice in the *Gazette officielle du Québec*.

JEAN-PIERRE LANIEL,
*Interim General Director
of Ecology and Conservation*

102376

Notice

Natural Heritage Conservation Act
(chapter C-61.01)

**Boisé-Du Tremblay Nature Reserve
(secteur des Bécasses)
Property of Nature Action-Québec inc.
— Recognition**

Notice is hereby given, in keeping with article 58 of the Natural Heritage Conservation Act (chapter C-61.01), that the Minister of Sustainable Development, Environment and Fight Against Climate Change has recognized as a nature reserve, a private property of the area of 11,77 hectares, situated on the City of Boucherville, Communauté métropolitaine de Montréal, known and designated as being the lot number 1 912 206 of the Quebec Land Register, Chambly Registry division.

This recognition, for perpetuity, takes effect on the date of the publication of this notice in the *Gazette officielle du Québec*.

JEAN-PIERRE LANIEL,
*Interim General Director
of Ecology and Conservation*

102364

Notice

An Act respecting parental insurance
(chapter A-29.011)

Taxation Act
(chapter I-3)

An Act respecting the Québec Pension Plan
(chapter R-9)

Source deductions tables

Notice is hereby given, in accordance with the fourth paragraph of section 60 of the Act respecting parental insurance (chapter A-29.011), the ninth paragraph of section 1015 of the Taxation Act (chapter I-3) and the fourth paragraph of section 59 of the Act respecting the Québec Pension Plan (chapter R-9), that the tables determining the amount that an employer must deduct from the remuneration it pays to its employees under section 60 of the Act respecting parental insurance and section 59 of the

Act respecting the Québec Pension Plan, and the amount that a person must deduct or withhold in accordance with section 1015 of the Taxation Act come into force on 1 January 2016 and will be posted on the Revenu Québec website at the following address: revenuquebec.ca.

Québec, 18 November 2015

CARLOS LEITÃO,
Minister of Finance

102373

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Abbreviations: **A**: Abrogated, **N**: New, **M**: Modified

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