

section 37.1, prescribe the conditions on which a permit may be renewed or reinstated and determine the cases where a permit may be renewed by the administrator of the Commission;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1), a draft of the Regulation to amend the Regulation respecting the brokerage of bulk trucking services was published in Part 2 of the *Gazette officielle du Québec* of 20 December 2006 with a notice that it could be made by the Government on the expiry of 45 days following that publication;

WHEREAS it is expedient to make the Regulation without amendment;

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

THAT the Regulation to amend the Regulation respecting the brokerage of bulk trucking services, attached to this Order in Council, be made.

GÉRARD BIBEAU,
Clerk of the Conseil exécutif

Regulation to amend the Regulation respecting the brokerage of bulk trucking services*

Transport Act
(R.S.Q., c. T-12, s. 5, par. f)

1. The Regulation respecting the brokerage of bulk trucking services is amended by replacing section 37.1 by the following:

“**37.1.** Every brokerage permit expiring on 31 March 2008 is automatically renewed for a one-year period ending on 31 March 2009.”

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

8586

* The Regulation respecting the brokerage of bulk trucking services, made by Order in Council 1483-99 dated 17 December 1999 (1999, *G.O.* 2, 5079), was last amended by the regulation made by Order in Council 201-2007 dated 21 February 2007 (2007, *G.O.* 2, 1137). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Québec Official Publisher, 2007, updated to 1 September 2007.

M.O., 2008-06

Order number V-1.1-2008-06 of the Minister of Finance dated 4 March 2008

Securities Act
(R.S.Q., c. V-1.1)

CONCERNING concordant regulations to Regulation 11-102 respecting passport system and Regulation 41-101 respecting general prospectus requirements

WHEREAS subparagraphs 1, 2, 3, 5, 6, 7, 8, 9, 11, 12, 13, 14, 15, 16, 19, 19.1, 19.2, 20, 21, 25, 26, 33 and 34 of section 331.1 of the Securities Act (R.S.Q., c. V-1.1), amended by section 15 of chapter 15 of the statutes of 2007, stipulate 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 stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (R.S.Q., c. 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 stipulate 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 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 11-101 respecting principal regulator system approved by ministerial order no. 2005-18 dated August 10, 2005;

— National Instrument 14-101 Definitions adopted by decision no. 2001-C-0274 dated June 12, 2001;

— Regulation 14-501Q respecting definitions adopted by decision no. 2003-C-0128 dated April 3, 2003;

— Regulation 44-101 respecting short form prospectus distributions approved by ministerial order no. 2005-24 dated November 30, 2005;

— Regulation 44-102 respecting shelf distributions adopted by decision no 2001-C-0201 dated May 22, 2001;

— Regulation 44-103 respecting post-receipt pricing adopted by decision no. 2001-C-0203 dated May 22, 2001;

— Regulation 45-101 respecting rights offerings adopted by decision no. 2001-C-0247 dated June 12, 2001;

— Regulation 51-102 respecting continuous disclosure obligations approved by ministerial order no. 2005-03 dated May 19, 2005;

— Regulation 58-101 respecting disclosure of corporate governance practices approved by ministerial order no. 2005-11 dated June 7, 2005;

— Regulation 81-101 mutual fund prospectus disclosure by decision no. 2001-C-0283 dated June 12, 2001;

— Regulation 81-102 mutual funds by decision no. 2001-C-0209 dated May 22, 2001;

— Regulation 81-104 respecting commodity pools by decision no. 2003-C-0075 March 3, 2003;

— Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority by decision no. 2001-C-0294 dated June 12, 2001;

— National Policy No. 21 National Advertising Warnings by decision no. 2001-C-0251 dated June 12, 2001;

— Regulation Q-2 respecting real estate financings by decision no. 2001-C-0260 dated June 12, 2001;

— Regulation Q-3 respecting options by decision no. 2003-C-0135 dated April 8, 2003;

— Regulation Q-17 respecting restricted shares by decision no. 2001-C-0264 dated June 12, 2001;

— Regulation Q-18 respecting additional information for disclosure in prospectus of deposit-taking issuers by decision no. 2001-C-0252 dated June 12, 2001;

— Regulation Q-25 respecting real estate mutual funds by decision no. 2001-C-0425 dated September 11, 2001;

— Regulation Q-28 respecting general prospectus requirements adopted by decision no. 2001-C-0390 dated August 14, 2001;

WHEREAS the government, by order-in-council no. 660-83 of March 30, 1983, enacted the Securities Regulation (1983, *G.O.* 2, 1269);

WHEREAS there is cause to amend those regulations;

WHEREAS the following draft regulations were published in accordance with section 331.2 of Securities Act and made by the Authority by decision no. 2008-PDG-0058 dated February 22, 2008:

— Regulation to amend Regulation 11-101 respecting principal regulator system published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 13 of March 30, 2007;

— Regulation to amend National Instrument 14-101 Definitions published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006 and volume 4, no. 13 of March 30, 2007;

— Regulation to amend Regulation 14-501Q respecting definitions published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to amend Regulation 44-101 respecting short form prospectus distributions published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 44-102 respecting shelf distributions published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 44-103 respecting post-receipt pricing published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 45-101 respecting rights offerings published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 51-102 respecting continuous disclosure obligations published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 58-101 respecting disclosure of corporate governance practices published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 13 of March 30, 2007;

— Regulation to amend Regulation 81-101 mutual fund prospectus disclosure published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend Regulation 81-102 mutual funds published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006 and volume 4, no. 51 of December 21, 2007;

— Regulation to amend Regulation 81-104 respecting commodity pools published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006 and volume 4, no. 13 of March 30, 2007;

— Regulation to repeal Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to repeal National Policy No. 21 National Advertising Warnings published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to repeal Regulation Q-2 respecting real estate financings published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to repeal Regulation Q-3 respecting options published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to repeal Regulation Q-17 respecting restricted shares published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to repeal Regulation Q-18 respecting additional information for disclosure in prospectus of deposit-taking issuers published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to repeal Regulation Q-25 respecting real estate mutual funds published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

— Regulation to repeal Regulation Q-28 respecting general prospectus requirements published in the Bulletin de l'Autorité des marchés financiers, volume 3, no. 51 of December 21, 2006;

— Regulation to amend the Securities Regulation published in the Bulletin de l'Autorité des marchés financiers, volume 4, no. 51 of December 21, 2007;

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 11-101 respecting principal regulator system;

— Regulation to amend National Instrument 14-101 Definitions;

— Regulation to amend Regulation 14-501Q respecting definitions;

— Regulation to amend Regulation 44-101 respecting short form prospectus distributions;

— Regulation to amend Regulation 44-102 respecting shelf distributions;

— Regulation to amend Regulation 44-103 respecting post-receipt pricing;

— Regulation to amend Regulation 45-101 respecting rights offerings;

— Regulation to amend Regulation 51-102 respecting continuous disclosure obligations;

— Regulation to amend Regulation 58-101 respecting disclosure of corporate governance practices;

— Regulation to amend Regulation 81-101 mutual fund prospectus disclosure;

— Regulation to amend Regulation 81-102 mutual funds;

— Regulation to amend Regulation 81-104 respecting commodity pools;

— Regulation to repeal Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority;

— Regulation to repeal National Policy No. 21 National Advertising-Warnings;

— Regulation to repeal Regulation Q-2 respecting real estate financings;

— Regulation to repeal Regulation Q-3 respecting options;

— Regulation to repeal Regulation Q-17 respecting restricted shares;

— Regulation to repeal Regulation Q-18 respecting additional information for disclosure in prospectus of deposit-taking issuers;

— Regulation to repeal Regulation Q-25 respecting real estate mutual funds;

— Regulation to repeal Regulation Q-28 respecting general prospectus requirements;

— Regulation to amend the Securities Regulation.

March 4, 2008

Minister of Finance,
MONIQUE JÉRÔME-FORGET

Regulation to amend Regulation 11-101 respecting Principal Regulator System¹

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (3), (6), (8), (9), (11), (13), (14), (19), (20), (25), (26), (33) and (34); 2007, c. 15)

1. Section 1.1 of Regulation 11-101 respecting Principal Regulator System is amended by deleting the definition of “audit committee rule”, “BCI 52-509”, “CD requirement”, “commodity pool”, “investment fund”, “investment fund manager”, “local prospectus-related requirements”, “long form rule”, “mutual fund restricted individual”, “national prospectus rules”, “participating dealer”, “preliminary prospectus”, “principal distributor”, “prospectus”, “Regulation 33-105”, “Regulation 52-107”, “Regulation 52-110”, “Regulation 58-101”, “Regulation 81-101”, “Regulation 81-102”, “Regulation 81-104”, “Regulation 81-106” and “seed capital requirements”.

2. Sections 2.1 to 2.4 of the Regulation are repealed.

3. Section 2.8 of the Regulation is amended by replacing “sections 2.1, 2.4 and 2.5” with “section 2.5”.

4. The title of parts 3 and 4 and sections 3.1 to 4.3 and 5.8 of the Regulation are repealed.

5. Section 5.9 of the Regulation is amended by replacing “sections 5.3, 5.4, 5.5, 5.6 or 5.8” with “sections 5.3, 5.4, 5.5 or 5.6”.

6. Appendices A to D of the Regulation are repealed.

7. Appendix E of the Regulation is amended by replacing the part under “Québec” with the following:

“Québec

— Securities Act (R.S.Q., c. V-1.1);

— Securities Regulation enacted by Order-in-Council 660-83, 30 March 1983 (1983, *G.O.* 2, 1269);

— Regulation 31-101 respecting National Registration System approved by Ministerial Order no. 2005-13 dated August 2, 2005;

— Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order no. 2005-20 dated August 12, 2005.”

8. Form 11-101F1 of the Regulation is amended by:

(1) deleting, in Item 2, the words “SEDAR profile number (if applicable):” and the Instructions;

(2) deleting Item 5.

9. This Regulation comes into force on March 17, 2008.

Regulation to amend National Instrument 14-101, Definitions²

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (34); 2007, c. 15)

1. The title of National Instrument 14-101, Definitions, is replaced with the following:

“Regulation 14-101 respecting Definitions».

¹ Regulation 11-101 respecting Principal Regulator System, approved by Ministerial Order No. 2005-18 dated August 10, 2005 (2005, *G.O.* 2, 3531), was last amended by the regulation to amend that Regulation approved by Ministerial Order No. 2005-25 dated November 30, 2005 (2005, *G.O.* 2, 5221). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

² National Instrument 14-101, Definitions, adopted on June 12, 2001 pursuant to decision No. 2001-C-0274 and published in the Supplement to the Bulletin of the Commission des valeurs mobilières du Québec, vol. 32, No. 27, dated July 29, 2001, was last amended by the instrument to amend that Instrument adopted pursuant to decision No. 2001-C-0324 dated September 10, 2002 and published in the Supplement to the Bulletin of the Commission des valeurs mobilières du Québec, vol. 33, No. 41, dated October 18, 2002.

2. Section 1.1 of the Instrument is amended by:

(1) replacing paragraphs (1) and (2) with the following:

“1. Every term that is defined or interpreted in the statute of the local jurisdiction referred to in Appendix B, the definition or interpretation of which is not restricted to a specific portion of the statute, has, if used in a regulation, the meaning ascribed to it in that statute unless the context otherwise requires.

“2. A provision or reference within a provision of a regulation that specifically refers by name to one or more jurisdictions other than the local jurisdiction shall not have any effect in the local jurisdiction, unless otherwise stated in the regulation.”;

(2) in paragraph (3):

(a) replacing the introductory phrase with the following:

“3. In a regulation”;

(b) replacing, in the definition of “prospectus requirement”, the words “receipts obtained” with the words “the regulator or, in Québec, the securities regulatory authority has issued receipts”;

(c) replacing the definition of “person or company” with the following:

“person or company”, for the purpose of a regulation, means,

(a) in British Columbia, a “person” as defined in section 1(1) of the Securities Act (R.S.B.C. 1996, ch. 418);

(b) in New Brunswick, a “person” as defined in section 1(1) of the Securities Act (S.N.B. 2004, c. S-5.5);

(c) in Prince Edward Island, a “person” as defined in section 1 of the Securities Act (R.S.P.E.I. 1988, c. S-3);

(d) in Québec, a “person” as defined in section 5.1 of the Securities Act (R.S.Q., c. V-1.1); and

(e) in Yukon Territory, a “person” as defined in section 1 of the Securities Act (R.S.Y. 2002, c. 201).”;

(d) replacing, in the definition of “local jurisdiction”, the words “national instrument or multilateral instrument” with “regulation”;

(e) replacing, in the definition of “implementing law of a jurisdiction”, the words “national instrument or multilateral instrument” with “regulation”.

3. Section 2.1 of the Instrument is amended by replacing “National Instrument” with “Regulation”.

4. Appendix B of the Instrument is amended by:

(1) replacing, in the paragraph opposite New Brunswick, the words “*Security Frauds Prevention Act*” with “Securities Act”;

(2) replacing the paragraph opposite Québec with the following:

“Securities Act and the regulations under that Act, An Act respecting the Autorité des marchés financiers (R.S.Q., c. A-33.2) and the blanket rulings and orders issued by the securities regulatory authority.”.

5. Appendix C of the Instrument is amended by:

(1) replacing the paragraph opposite Prince Edward Island with the following:

“Superintendent of Securities, Prince Edward Island”;

(2) replacing the paragraph opposite New Brunswick with the following:

“New Brunswick Securities Commission”;

(3) replacing the paragraph opposite Québec with the following:

“Autorité des marchés financiers or, where applicable, the Bureau de décision et de révision en valeurs mobilières”;

(4) replacing the paragraph opposite Yukon Territory with the following:

“Superintendent of Securities, Yukon Territory”.

6. Appendix D of the Instrument is amended by:

(1) replacing the paragraph opposite Prince Edward Island with the following:

“Superintendent, as defined in section 1 of the Securities Act.”;

(2) replacing the paragraph opposite New Brunswick with the following:

“Executive Director as defined in section 1 of the Securities Act.”;

(3) replacing the paragraph opposite Québec with the following::

“Autorité des marchés financiers”;

(4) replacing the paragraph opposite Yukon Territory with the following:

“Superintendent, as defined in section 1 of the Securities Act.”.

7. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 14-501Q on Definitions³

Securities Act
(R.S.Q. c. V-1.1, s. 331.1, par. (34), 2007, c. 15)

1. Section 1.1 of Regulation 14-501Q on Definitions is repealed.

2. The Regulation is amended by adding the following after section 1.3:

“**1.4** In a regulation, a person that beneficially owns securities means a person that owns the securities or that holds securities registered under the name of an intermediary acting as nominee, including a trustee or agent.”

3. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions⁴

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8), (9), (11), (15) and (34); 2007, c. 15)

1. Section 1.1 of Regulation 44-101 respecting Short Form Prospectus Distributions is amended:

(1) by deleting the definitions of “approved rating organization”, of “special warrant”, of “information circular”, of “convertible”, of “business acquisition report” and of “derivative”;

(2) by replacing, in the definition of “successor issuer”, the word “reorganization” with the words “restructuring transaction”;

(3) by deleting the definitions of “investment fund” and of “credit supporter”;

(4) by replacing the paragraph (e) of the definition of “U.S. credit supporter” with the following:

“(e) is not a commodity pool issuer as defined in National Instrument 71-101, The Multijurisdictional Disclosure System, adopted by the decision no. 2001C0282 dated June 12, 2001”;

(5) by deleting the definitions of “executive officer” and of “non-convertible”;

(6) by replacing, in the definition of “approved rating”, the words “Dominion Bond Rating Service Limited” with the words “DBRS Limited”;

(7) by deleting the definition of “U.S. GAAS”;

(8) by deleting, in the definition of “permitted supranational agency”, the words “or company”

(9) by deleting the definitions of “interim period”, of “mineral project”, of “foreign disclosure requirements”, of “reorganization”, of “alternative credit support”, of

³ Regulation 14-501Q on Definitions, adopted on April 3, 2003 pursuant to decision No. 2003-C-0128 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 34, No. 14, dated April 11, 2003, was amended solely by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-22 dated August 17, 2005 (2005, G.O. 2, 3643).

⁴ Regulation 44-101 respecting Short Form Prospectus Distributions, approved by Ministerial Order No. 2005-24 dated November 30, 2005 (2005, G.O. 2, 5183), was last amended by the regulation approved by Ministerial Order No. 2007-09 dated December 14, 2007 (2007, G.O. 2, 4077). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

“full and unconditional credit support”, of “designated foreign jurisdiction”, of “asset-backed security”, of “equity securities” and of “restricted security”.

2. The Regulation is amended by adding the following after section 1.1:

“1.1.1. Definitions in Regulation 41-101 respecting General Prospectus Requirements

Every term that is defined or interpreted in Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. (*indicate the number and the date of the Ministerial Order approving this regulation*), the definition or interpretation of which is not restricted to a specific portion of Regulation 41-101 respecting General Prospectus Requirements has, if used in this Regulation, the meaning ascribed to it in Regulation 41-101 respecting General Prospectus Requirements, unless otherwise defined or interpreted in this Regulation.”.

3. Section 1.5 of the Regulation is repealed.

4. Paragraph 2.2(e) of the French text of the Regulation is amended by replacing “l’une des” with “les”.

5. Section 2.7 of the Regulation is amended:

(1) by replacing, in the French text of the heading, the words “d’une réorganisation” with the words “d’une restructuration”;

(2) by adding, in subparagraph (1)(b), the words “or each predecessor entity’s” before the words “comparative annual financial statements for its most recently completed financial year”;

(3) by replacing paragraph (2) with the following:

“(2) Paragraph 2.2(d), paragraph 2.3(1)(d) and paragraph 2.6(1)(b) do not apply to a successor issuer if

(a) the successor issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the successor issuer has not yet, since the completion of the restructuring transaction which resulted in the successor issuer, been required under the applicable CD rule to file annual financial statements, and;

(b) an information circular relating to the restructuring transaction that resulted in the successor issuer was filed by the successor issuer or an issuer that was a party to the restructuring transaction, and such information circular

(i) complied with applicable securities legislation, and

(ii) included disclosure in accordance with Item 14.2 or 14.5 of Form 51-102F5 of Regulation 51-102 respecting Continuous Disclosure Obligations approved by Ministerial Order no. 2005-03 dated May 19, 2005 for the successor issuer.”.

6. The Regulation is amended by replacing the French text of subparagraph (b) of paragraph (3) of Section 2.8 with the following:

“b) celui dans lequel est situé le siège du gestionnaire de fonds d’investissement, dans le cas d’un émetteur qui est un fonds d’investissement et émetteur assujéti dans ce territoire; »;

7. Section 4.1 of the Regulation is amended:

(1) by replacing, in the French text of the introductory sentence, the words “remplit les conditions suivantes” with the words “procède de la façon suivante”;

(2) by replacing subparagraph (a)(iv) with the following:

“(iv) a copy of any document required to be filed under subsection 12.1(1) of Regulation 51-102 respecting Continuous Disclosure Obligations or section 16.4 of Regulation 81-106 respecting Investment Fund Continuous Disclosure, as applicable, that relates to the securities being distributed, and that has not previously been filed;

“(iv.1) a copy of any material contract required to be filed under section 12.2 of Regulation 51-102 respecting Continuous Disclosure Obligations or section 16.4 of Regulation 81-106 respecting Investment Fund Continuous Disclosure that has not previously been filed;”;

(3) by replacing, in subparagraph (a)(vi), “4.4” with “10.1 of Regulation 41-101 respecting General Prospectus Requirements”;

(4) by replacing paragraph (b) with the following:

“(b) deliver to the regulator or, in Québec, to the securities regulatory authority, concurrently with the filing of the preliminary short form prospectus, the following:

(i) a completed Appendix A to Regulation 41-101 respecting General Prospectus Requirements for

(A) each director and executive officer of an issuer;

(B) if the issuer is an investment fund, each director and executive officer of the manager of the issuer;

(C) each promoter of the issuer; and

(D) if the promoter is not an individual, each director and executive officer of the promoter,

for whom the issuer has not previously filed or delivered,

(E) a completed personal information form and authorization in the form set out in Appendix A of Regulation 41-101 respecting General Prospectus Requirements,

(F) before March 17, 2008, a completed authorization in

(I) the form set out in Appendix B to this Regulation, or

(II) the form set out in *Form 41-501F2 Authorization of Indirect Collection of Personal Information* ((2000), 23 BCVMO (supp.) 765) of Ontario Securities Commission, or

(III) the form set out in Appendix A to Regulation Q-28 respecting General Prospectus Requirements adopted by decision no. 2001C0390 dated August 14, 2001, or

(G) before March 17, 2008, a completed personal information form or authorization in a form substantially similar to a personal information form or authorization in clause (E) or (F), as permitted under securities legislation; and

(ii) if a financial statement of an issuer or a business included in, or incorporated by reference into, a preliminary short form prospectus is accompanied by an unsigned auditor's report, a signed letter addressed to the regulator or, in Québec, to the securities regulatory authority from the auditor of the issuer or of the business, as applicable, prepared in accordance with the form suggested for this circumstance in the Handbook.”

8. Section 4.2 of the Regulation is amended:

(1) by replacing, in the French text of the introductory sentence, the words “remplit les conditions suivantes” with the words “procède de la façon suivante”;

(2) in paragraph (a):

(a) by replacing subparagraph (iii) with the following:

“(iii) a copy of any document described under subparagraph 4.1(a)(iv) that has not previously been filed;

“(iii.1) a copy of any material contract described under subparagraph 4.1(a)(iv.1) that has not previously been filed.”;

(b) in subparagraph (iv):

(i) by replacing , in the introductory sentence, the word “each” with the word “any” and “4.4” with “10.1 of Regulation 41-101 respecting General Prospectus Requirements”;

(ii) by replacing, in the French text of clause (A), the words “les activités” with the words “des activités”;

(iii) by adding, in clause (B), “or (vi)” after “subparagraph 4.1(a)(v)”;

(c) by replacing, in subparagraph (v), “Appendix C” with “Appendix B of Regulation 41-101 respecting General Prospectus Requirements”;

(d) by replacing subparagraph (vi) with the following:

“(vi) a submission to jurisdiction and appointment of agent for service of process of

(A) each selling securityholder, and

(B) each person required to provide a certificate under Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, other than an issuer,

in the form set out in Appendix C of Regulation 41-101 respecting General Prospectus Requirements, if the person is incorporated or organized under a foreign jurisdiction and does not have an office in Canada or is an individual who resides outside of Canada.”;

(e) by replacing, in subparagraph (vii), “4.4” with “10.1 of Regulation 41-101 respecting General Prospectus Requirements”;

(f) by replacing, in subparagraph (viii), “section 21.3 of Form 44101F1” with “section 5.12 of Regulation 41-101 respecting General Prospectus Requirements”;

(g) by adding the following after subparagraph (viii):

“(ix) an undertaking of the issuer to file the periodic and timely disclosure of a credit supporter similar to the disclosure provided under section 12.1 of Form 44-101F1, for so long as the securities being distributed are issued and outstanding;

“(x) if a document referred to in subparagraph (iii) or (iii.1) has not been executed or become effective before the filing of the final short form prospectus but will be executed or become effective on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the short form prospectus, an undertaking of the issuer to the securities regulatory authority to file the document promptly and in any event within seven days after the completion of the distribution; and

“(xi) for distributions of non-voting securities, an undertaking of the issuer to give notice to holders of non-voting securities of a meeting of securityholders if a notice of such meeting is given to its registered holders of voting securities; and”;

(3) by replacing paragraph (b) with the following:

“(b) deliver to the regulator or, in Québec, to the securities regulatory authority, no later than the filing of the short form prospectus,

(i) a copy of the short form prospectus, blacklined to show changes from the preliminary short form prospectus, and

(ii) if the issuer has made an application to list the securities being distributed on an exchange in Canada, a copy of a communication in writing from the exchange stating that the application for listing has been made and has been accepted subject to the issuer meeting the requirements for listing of the exchange.”.

9. Section 4.3 of the Regulation is replaced by the following:

«4.3. Review of Unaudited Financial Statements

(1) Subject to subsection (2), any unaudited financial statements, other than *pro forma* financial statements, included in, or incorporated by reference into, a short form prospectus must have been reviewed in accordance with the relevant standards set out in the Handbook for a review of financial statements by the person’s auditor or a public accountant’s review of financial statements.

(2) If Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency approved by Ministerial Order no. 2005-08 dated May 19, 2005 permits the financial statements of the person in subsection (1) to be audited in accordance with

(a) U.S. GAAS, the unaudited financial statements may be reviewed in accordance with U.S. review standards,

(b) International Standards on Auditing, the unaudited financial statements may be reviewed in accordance with International Standards on Review Engagement issued by the International Auditing and Assurance Standards Board, or

(c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, the unaudited financial statements

(i) may be reviewed in accordance with review standards that meet the foreign disclosure requirements of the designated foreign jurisdiction, or

(ii) do not have to be reviewed if

(A) the designated foreign jurisdiction does not have review standards for unaudited financial statements, and

(B) the short form prospectus includes disclosure that the unaudited financial statements have not been reviewed.”.

10. Sections 4.4 and 4.5, Part 5, including sections 5.1 to 5.6, and Part 6, including section 6.1, of the Regulation are repealed.

11. The Regulation is amended by replacing Part 7 and section 7.1 of the French text with the following:

«PARTIE 7 SOLLICITATION D’INDICATIONS D’INTÉRÊT

«7.1. Sollicitation d’indications d’intérêt

L’obligation de prospectus ne s’applique pas à la sollicitation d’indications d’intérêt effectuée avant le dépôt d’un prospectus simplifié provisoire visant des titres qui doivent être placés au moyen d’un prospectus simplifié conformément au présent règlement lorsque les conditions suivantes sont réunies:

a) l’émetteur a conclu un contrat exécutoire avec un ou plusieurs preneurs fermes qui ont convenu de souscrire ou d’acquérir les titres;

b) le contrat visé au paragraphe a fixe les modalités du placement et oblige l’émetteur à déposer un prospectus simplifié provisoire soumis au visa de l’agent responsable ou, au Québec, de l’autorité en valeurs mobilières, le visa portant une date qui ne tombe pas plus de quatre jours ouvrables après celle du contrat;

c) dès la conclusion du contrat, l’émetteur diffuse et dépose un communiqué annonçant le contrat;

d) dès que le prospectus simplifié provisoire a été visé, un exemplaire est transmis à chaque personne qui a manifesté un intérêt à souscrire ou à acquérir les titres;

e) sous réserve du paragraphe a, aucune entente de souscription ou d'acquisition visant les titres n'est conclue avant que le prospectus simplifié n'ait été déposé et visé.»;

12. The Regulation is amended by adding the following after section 7.1:

“7.2. Solicitations of Expressions of Interest - Over-allotment Options

The prospectus requirement does not apply to solicitations of expressions of interest before the filing of a preliminary short form prospectus for securities to be issued pursuant to an over-allotment option that are qualified for distribution under a short form prospectus in accordance with this Regulation, if

(a) the issuer has entered into an enforceable agreement with the underwriters who have agreed to purchase the securities offered under a short form prospectus, other than the securities issuable on the exercise of an over-allotment option,

(b) the agreement referred to in paragraph (a) has fixed the terms of the distribution and requires that the issuer file a preliminary short form prospectus for the securities and obtain from the regulator or, in Québec, from the securities regulatory authority a receipt, dated as of a date that is not more than four business days after the date that the agreement is entered into, for the preliminary short form prospectus,

(c) the issuer has issued and filed a news release announcing the agreement immediately upon entering into the agreement,

(d) upon issuance of a receipt for the preliminary short form prospectus, a copy of the preliminary short form prospectus is sent to each person who has expressed an interest in acquiring the securities, and

(e) except as provided in paragraph (a), no agreement of purchase and sale for the securities is entered into until the short form prospectus has been filed and a receipt obtained.”.

13. Section 8.1 of the Regulation is amended by replacing, in paragraph (4), the words “of National Instrument 14-101 Definitions, adopted by the Commission des valeurs mobilières du Québec pursuant to” with the words “of Regulation 14-101 respecting Definitions adopted by”;

14. Section 8.2 of the Regulation is amended:

(1) by deleting, in paragraph (1), the words “or subsection 4.5(3)”;

(2) by replacing paragraph (2) with the following:

“(2) The issuance of a receipt for a final short form prospectus or an amendment to a final short form prospectus is not evidence that the exemption has been granted unless

(a) the person that sought the exemption sent to the regulator or, in Québec, to the securities regulatory authority

(i) the letter or memorandum referred to in subsection 8.1(3), on or before the date of the filing of the preliminary short form prospectus, or

(ii) the letter or memorandum referred to in subsection 8.1(3) after the date of the filing of the preliminary short form prospectus and received a written acknowledgement from the regulator or, in Québec, from the securities regulatory authority that the exemption may be evidenced in the manner set out in subsection (1), and

(b) the regulator or, in Québec, the securities regulatory authority has not before, or concurrently with, the issuance of the receipt sent notice to the person that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).”.

15. Appendixes B, C and D of the Regulation are repealed.

16. Appendix 44-101F1 of the Regulation is amended:

(1) by deleting, in Instruction (1), “, and, in Québec, not to make any misrepresentation likely to affect the value or market price of”;

(2) by replacing Instruction (2) with the following:

“(2) *Terms used and not defined in this Form that are defined or interpreted in the Regulation or Regulation 41-101 respecting General Prospectus Requirements bear that definition or interpretation. Other definitions are set out in Regulation 14-101 respecting Definitions.*”;

(3) by replacing, in the English text of Instruction (3), the words “should be” with “must be” and the words “should generally be” with “is”;

(4) by replacing, in the English text of Instruction (6), the words “easy to read” with the words “easy-to-read”;

(5) by replacing Instruction (8) with the following:

“(8) Where the term “issuer” is used, it may be necessary, in order to meet the requirement for full, true and plain disclosure of all material facts, to also include disclosure with respect to persons that the issuer is required, under the issuer’s GAAP, to consolidate, proportionately consolidate or account for using the equity method (for example, including “subsidiaries” as that term is used in the Handbook). If it is more likely than not that a person will become an entity that the issuer will be required, under the issuer’s GAAP, to consolidate, proportionately consolidate or account for using the equity method, it may be necessary to also include disclosure with respect to the person.”;

(6) by adding the following after Instruction (13):

“(14) If an issuer discloses financial information in a short form prospectus in a currency other than the Canadian dollar, prominently disclose the currency in which the financial information is disclosed.

“(15) Except as otherwise required or permitted, include information in a narrative form. The issuer may include graphs, photographs, maps, artwork or other forms of illustration, if relevant to the business of the issuer or the distribution and not misleading. Include descriptive headings. Except for information that appears in a summary, information required under more than one item need not be repeated.

“(16) Certain requirements in this Form make reference to requirements in another instrument or form. Unless this Form states otherwise, issuers must also follow the instructions or requirements in the other instrument or form.

“(17) Wherever this Form uses the word “subsidiary”, the term includes companies and other types of business organizations such as partnerships, trusts, and other unincorporated business entities.

“(18) Issuers must supplement any disclosure incorporated by reference into a short form prospectus if that supplemented disclosure is necessary to ensure that the short form prospectus provides full, true and plain disclosure of all material facts related to the securities to be distributed as required under Item 18 of this Form.”;

(7) in Item 1.3:

(a) by replacing, in the French text, the words “page frontispice” with “page de titre”;

(b) by replacing, in the English text, the word “bold” with the words “boldface”;

(c) by deleting “[Insert if the offering is made in Québec - “For the purpose of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained without charge from the secretary of the issuer at the above-mentioned address and telephone number and is also available electronically at www.sedar.com].”]”;

(8) by replacing, in the French text of Item 1.4, the words “placement secondaire” with the word “reclassement”;

(9) in Item 1.6:

(a) by replacing, in the French text of paragraph (1), the words “contre espèces” with the words “en numéraire”;

(b) by replacing paragraph (2) with the following:

“(2) If there is an over-allotment option or an option to increase the size of the distribution before closing,

(a) disclose that a purchaser who acquires securities forming part of the underwriters’ over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases, and

(b) describe the terms of the option.”;

(c) by adding the following after paragraph (3):

“(3.1) If a minimum subscription amount is required from each subscriber, provide details of the minimum subscription requirements in the table required under subsection (1).”;

(d) by replacing, in the English text of paragraph (4), the word “bold” with the word “boldface”;

(e) by deleting, in subparagraph (a) of paragraph (6), the words “or company”;

(f) by adding the following after paragraph (7):

“INSTRUCTIONS

“(1) Estimate amounts, if necessary. For non-fixed price distributions that are being made on a best efforts basis, disclosure of the information called for by the table may be set forth as a percentage or a range of percentages and need not be set forth in tabular form.

“(2) *If debt securities are being distributed, also express the information in the table as a percentage.*”;

(10) by adding the following after Item 1.6:

“1.6.1. Offering price in currency other than Canadian dollar

If the offering price of the securities being distributed is disclosed in a currency other than the Canadian dollar, disclose in boldface type the reporting currency.”;

(11) in Item 1.7:

(a) by replacing the French text with the following:

“1.7. Placement à prix ouvert

Dans le cas d’un placement à prix ouvert:

a) indiquer la décote consentie ou la commission payable au placeur;

b) indiquer toute autre forme de rémunération payable au placeur, en précisant, le cas échéant, que la rémunération du placeur sera augmentée ou réduite du montant de la différence en plus ou en moins entre le prix global payé par les souscripteurs ou les acquéreurs et le produit brut du placement versé par le placeur à l’émetteur ou au porteur vendeur;

c) indiquer que les titres seront placés, selon le cas:

i) à un prix déterminé en fonction du cours d’un titre donné sur un marché donné;

ii) au cours du marché au moment de la souscription ou de l’achat;

iii) à un prix à négocier avec les souscripteurs ou les acquéreurs;

d) mentionner que le prix peut différer selon les souscripteurs ou les acquéreurs et selon le moment de la souscription ou de l’achat;

e) si le prix des titres sera déterminé en fonction du cours d’un titre donné sur un marché donné, indiquer le dernier cours disponible de ce titre;

f) si le prix des titres correspondra au cours du marché au moment de la souscription ou de l’achat, indiquer le dernier cours du marché;

g) préciser le produit net ou, dans le cas d’un placement pour compte, le montant minimum, le cas échéant, du produit net que l’émetteur ou le porteur vendeur doit recevoir.”;

(b) by replacing, in the English text, paragraph (d) with the following:

“(d) that prices may vary from purchaser to purchaser and during the period of distribution;”;

(12) by adding the following after Item 1.7:

“1.7.1. Pricing Disclosure

If the offering price or the number of securities being distributed, or an estimate of the range of the offering price or of the number of securities being distributed, has been publicly disclosed in a jurisdiction or a foreign jurisdiction as of the date of the preliminary short form prospectus, include this information in the preliminary short form prospectus.”;

(13) in Item 1.8:

(a) by replacing, in the French text, the words “prix d’émission” with the word “prix” and the words “contre espèces” with the words “en numéraire”;

(b) by replacing, in the English text, the word “bold” with the word “boldface”;

(14) by replacing, in Item 1.9, paragraph (3) with the following:

“(3) If no market for the securities being distributed under the short form prospectus exists or is expected to exist upon completion of the distribution, state the following in boldface type:

There is no market through which the securities may be sold and purchasers may not be able to resell securities purchased under the short form prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See Risk Factors.”;

(15) in Item 1.10:

(a) in paragraph (2)

(i) by replacing, in the French text, the words “page frontispice” with the words “page de titre”;

(ii) by replacing, in the English text, the word “cover” with the word “front”;

(b) by replacing paragraphs (3) and (4) of the French text with the following:

“3) Si un preneur ferme s’est engagé à souscrire ou à acquérir la totalité des titres faisant l’objet du placement à un prix déterminé et que ses obligations comportent des conditions, inscrire la mention suivante, en donnant l’information entre crochets:

«Le contrepartiste offre conditionnellement, sous réserve de prévente, les titres décrits dans le présent prospectus, sous les réserves d’usage concernant leur souscription, leur émission par [dénomination de l’émetteur] et leur acceptation conformément aux conditions de la convention de prise ferme visée à la rubrique Mode de placement. ».

“4) Si un preneur ferme s’est engagé à souscrire ou à acquérir un nombre ou un montant en capital déterminé de titres à un prix déterminé, indiquer qu’il doit en prendre livraison, le cas échéant, dans les 42 jours à compter de la date du visa du prospectus simplifié.”;

(c) by replacing, in the English text of paragraph (5), the word “bold” with the word “boldface”;

(d) by replacing paragraph (6) and the instruction with the following:

“(6) Provide the following tabular information:

Underwriter’s Position	Maximum size or number of securities available	Exercise period or Acquisition date	Exercise price or average acquisition price
Over-allotment option			
Compensation option			
Any other option granted by issuer or insider of issuer to underwriter			
Total securities under option issuable to underwriter			
Other compensation securities issuable to underwriter			

INSTRUCTION

If the underwriter has been granted compensation securities, state, in a footnote, whether the prospectus qualifies the grant of all or part of the compensation securities and provide a cross-reference to the applicable section in the prospectus where further information about the compensation securities is provided.”;

(16) by replacing Items 1.11 and 1.12 with the following:

“1.11. International Issuers

If the issuer, a selling securityholder, or any person required to provide a certificate under Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the short form prospectus, with the bracketed information completed:

“The [issuer, selling securityholder, person signing a certificate under Part 5 of Regulation 41-101 respecting General Prospectus Requirements or securities legislation] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. Although [the person described above] has appointed [name(s) and addresses of agent(s) for service] as its agent(s) for service of process in [list jurisdictions] it may not be possible for investors to enforce judgments obtained in Canada against [the person described above].”;

“1.12. Restricted securities

(1) Describe the number and class or classes of restricted securities being distributed using the appropriate restricted security terms in the same type face and type size as the rest of the description.

(2) If the securities being distributed are restricted securities and the holders of the securities do not have the right to participate in a takeover bid made for other equity securities of the issuer, disclose that fact.”;

(17) by replacing, in the English text of Item 1.13, the word “bold” with the word “boldface”;

(18) by replacing Item 4 with the following:

“Item 4 Use of Proceeds**“4.1. Proceeds**

(1) State the estimated net proceeds to be received by the issuer or selling securityholder or, in the case of a non-fixed price distribution or a distribution to be made on a best efforts basis, the minimum amount, if any, of net proceeds to be received by the issuer or selling securityholder from the sale of the securities distributed.

(2) State the particulars of any provisions or arrangements made for holding any part of the net proceeds of the distribution in trust or escrow subject to the fulfillment of conditions.

(3) If the short form prospectus is used for a special warrant or similar transaction, state the amount that has been received by the issuer of the special warrants or similar securities on the sale of the special warrants or similar securities.

“4.2. Principal Purposes – Generally

(1) Describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the net proceeds will be used by the issuer.

(2) If the closing of the distribution is subject to a minimum subscription, provide disclosure of the use of proceeds for the minimum and maximum subscriptions.

“4.3. Principal Purposes – Indebtedness

(1) If more than 10% of the net proceeds will be used to reduce or retire indebtedness and the indebtedness was incurred within the two preceding years, describe the principal purposes for which the proceeds of the indebtedness were used.

(2) 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.

“4.4. Principal Purposes – Asset Acquisition

(1) If more than 10% of the net proceeds are to be used to acquire assets, describe the assets.

(2) 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.

(3) If the vendor of the assets is an insider, associate or affiliate of the issuer, identify the vendor and the nature of the relationship to the issuer, and disclose the method used in determining the purchase price.

(4) Describe the nature of the title to or interest in the assets to be acquired by the issuer.

(5) If part of the consideration for the acquisition of the assets consists of securities of the issuer, give brief particulars of the class, number or amount, voting rights, if any, and other appropriate information relating to the securities, including particulars of the issuance of securities of the same class within the two preceding years.

“4.5. Principal Purposes – Insiders, etc.

If an insider, associate or affiliate of the issuer will receive more than 10% of the net proceeds, identify the insider, associate or affiliate and the nature of the relationship to the issuer, and disclose the amount of net proceeds to be received.

“4.6. Principal Purposes – Research and Development

If more than 10% of the net proceeds from the distribution will be used for research and development of products or services, describe

(a) the timing and stage of research and development programs that management anticipates will be reached using such proceeds,

(b) the major components of the proposed programs that will be funded using the proceeds from the distribution, including an estimate of anticipated costs,

(c) if the issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and

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

“4.7. Business Objectives and Milestones

(1) State the business objectives that the issuer expects to accomplish using the net proceeds of the distribution under item 4.1.

(2) Describe each significant event that must occur for the business objectives described under subsection (1) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event.

“4.8. Unallocated Funds in Trust or Escrow

(1) Disclose that unallocated funds will be placed in a trust or escrow account, invested or added to the working capital of the issuer.

(2) Give details of the arrangements made for, and the persons responsible for,

(a) the supervision of the trust or escrow account or the investment of unallocated funds, and

(b) the investment policy to be followed.

“4.9. Other Sources of Funding

If any material amounts of other funds are to be used in conjunction with the proceeds, state the amounts and sources of the other funds.

“4.10. Financing by Special Warrants, etc.

(1) If the short form prospectus is used to qualify the distribution of securities issued upon the exercise of special warrants or the exercise of other securities acquired on a short form prospectus-exempt basis, describe the principal purposes for which the proceeds of the short form prospectus-exempt financing were used or are to be used.

(2) If all or a portion of the funds have been spent, explain how the funds were spent.”;

(19) by replacing Item 5.1 with the following:

“5.1. Disclosure of Conditions to Underwriters’ Obligations

If securities are distributed by an underwriter that has agreed to purchase all of the securities at a specified price and the underwriter’s obligations are subject to conditions,

(a) include a statement in substantially the following form, with the bracketed information completed and with modifications necessary to reflect the terms of the distribution:

“Under an agreement dated [insert date of agreement] between [insert name of issuer or selling securityholder] and [insert name(s) of underwriter(s)], as underwriter[s], [insert name of issuer or selling securityholder] has agreed to sell and the underwriter[s] [has/have] agreed to purchase on [insert closing date] the securities at a price of [insert offering price], payable in cash to [insert name of issuer or selling securityholder] against delivery. The

obligations of the underwriter[s] under the agreement may be terminated at [its/their] discretion on the basis of [its/their] assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The underwriter[s] [is/are], however, obligated to take up and pay for all of the securities if any of the securities are purchased under the agreement.”,

(b) describe any other conditions and indicate any information known that is relevant to whether such conditions will be satisfied.”;

(20) by replacing Items 5.4 to 5.6 with the following:

“5.4. Stabilization

If the issuer, a selling securityholder or an underwriter knows or has reason to believe that there is an intention to over-allot or that the price of any security may be stabilized to facilitate the distribution of the securities, describe the nature of these transactions, including the anticipated size of any over-allocation position, and explain how the transactions are expected to affect the price of the securities.

“5.4.1. Underwriting Discounts - Interests of Management and Others in Material Transactions

Disclose any material underwriting discounts or commissions on the sale of securities by the issuer if any of the persons listed under item 13.1 of Form 51102F2 of Regulation 51-102 respecting Continuous Disclosure Obligations were or are to be an underwriter or are associates, affiliates or partners of a person that was or is to be an underwriter.

“5.5. Minimum Distribution

If securities are being distributed on a best efforts basis and minimum funds are to be raised, state

(a) the minimum funds to be raised,

(b) that the issuer must appoint a registered dealer authorized to make the distribution, a Canadian financial institution, or a lawyer who is a practicing member in good standing with a law society of a jurisdiction in which the securities are being distributed, or a notary in Québec, to hold in trust all funds received from subscriptions until the minimum amount of funds stipulated in paragraph (a) has been raised, and

(c) that if the minimum amount of funds is not raised within the distribution period, the trustee must return the funds to the subscribers without any deductions.

“5.5.1. Approvals

If the proceeds of the distribution will be used to substantially fund a material undertaking that would constitute a material departure from the business or operations of the issuer and the issuer has not obtained all material licences, registrations and approvals necessary for the stated principal use of proceeds, include a statement that

(a) the issuer must appoint a registered dealer authorized to make the distribution, a Canadian financial institution, or a lawyer who is a practicing member in good standing with a law society of a jurisdiction in which the securities are being distributed, or a notary in Québec, to hold in trust all funds received from subscriptions until all material licenses, registrations and approvals necessary for the stated principal use of proceeds have been obtained, and

(b) if all material licenses, registrations and approvals necessary for the operation of the material undertaking have not been obtained within 90 days from the date of receipt of the final short form prospectus, the trustee must return the funds to subscribers.

“5.6. Reduced Price Distributions

If the underwriter may decrease the offering price after the underwriter has made a reasonable effort to sell all of the securities at the initial offering price disclosed in the short form prospectus in accordance with the procedures permitted by the Regulation, disclose this fact and that the compensation realised by the underwriter will be decreased by the amount that the aggregate price paid by purchasers for the securities is less than the gross proceeds paid by the underwriter to the issuer or selling securityholder.”;

(21) by adding the following after Item 5.9:

“5.10. Special Warrants Acquired by Underwriters or Agents

Disclose the number and dollar value of any special warrants acquired by any underwriter or agent and the percentage of the distribution represented by those special warrants.”;

(22) in Item 6.1:

(a) by replacing paragraph (1) with the following:

“(1) If the securities being distributed are debt securities having a term to maturity in excess of one year or are preferred shares, disclose the following earnings coverage ratios adjusted in accordance with subsection (2):

(a) the earnings coverage ratio based on the most recent 12-month period included in the issuer’s current annual financial statements included in the short form prospectus,

(b) if there has been a change in year end and the issuer’s most recent financial year is less than nine months in length, the earnings coverage calculation for its old financial year, and

(c) the earnings coverage ratio based on the 12-month period ended on the last day of the most recently completed period for which interim financial statements of the issuer have been included in the short form prospectus.”;

(b) by adding, in subparagraph (2)(c), “, since the date of the annual or interim financial statements,” after “in accordance with the issuer’s GAAP”;

(c) by adding, in paragraph (4), the words “short form” before the word “prospectus”;

(d) by replacing paragraph (5) with the following:

“(5) If the short form prospectus includes a pro forma income statement, calculate the pro forma earnings coverage ratios for the periods of the pro forma income statement, and disclose them in the short form prospectus.”;

(e) by replacing, in the French text of Instruction (4), the words “tous les titres de créance” with the words “de toute dette”;

(f) by adding, in Instructions (6) and (7), the words “, with the bracketed and bulleted information completed” after the words “disclosure of earnings coverage shall include language similar to the following”;

(g) by deleting Instruction (8);

(23) by adding, in the French text of Item 7.1, the words “dissolution ou” after the words “en cas de”;

(24) by replacing Item 7.3 with the following:

“7.3 Asset-backed Securities

(1) This section applies only if any asset-backed securities are being distributed.

(2) Describe the material attributes and characteristics of the asset-backed securities, including

(a) the rate of interest or stipulated yield and any premium,

(b) the date for repayment of principal or return of capital and any circumstances in which payments of principal or capital may be made before such date, including any redemption or pre-payment obligations or privileges of the issuer and any events that may trigger early liquidation or amortization of the underlying pool of financial assets,

(c) provisions for the accumulation of cash flows to provide for the repayment of principal or return of capital,

(d) provisions permitting or restricting the issuance of additional securities and any other material negative covenants applicable to the issuer,

(e) the nature, order and priority of the entitlements of holders of asset-backed securities and any other entitled persons to receive cash flows generated from the underlying pool of financial assets, and

(f) any events, covenants, standards or preconditions that may reasonably be expected to affect the timing or amount of payments or distributions to be made under the asset-backed securities, including those that are dependent or based on the economic performance of the underlying pool of financial assets.

(3) Provide financial disclosure that describes the underlying pool of financial assets, for the period from the date as at which the following information was presented in the issuer's current AIF to a date not more than 90 days before the date of the issuance of a receipt for the preliminary short form prospectus, of

(a) the composition of the pool as at the end of the period,

(b) income and losses from the pool for the period presented on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets,

(c) the payment, prepayment and collection experience of the pool for the period on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets;

(d) servicing and other administrative fees, and

(e) any significant variances experienced in the matters referred to in paragraphs (a) through (d).

(4) Describe the type of financial assets, the manner in which the financial assets originated or will originate and, if applicable, the mechanism and terms of the agree-

ment governing the transfer of the financial assets comprising the underlying pool to or through the issuer, including the consideration paid for the financial assets.

(5) Describe any person who

(a) originated, sold or deposited a material portion of the financial assets comprising the pool, or has agreed to do so,

(b) acts, or has agreed to act, as a trustee, custodian, bailee or agent of the issuer or any holder of the asset-backed securities, or in a similar capacity,

(c) administers or services a material portion of the financial assets comprising the pool or provides administrative or managerial services to the issuer, or has agreed to do so, on a conditional basis or otherwise, if

(i) finding a replacement provider of the services at a cost comparable to the cost of the current provider is not reasonably likely,

(ii) a replacement provider of the services is likely to achieve materially worse results than the current provider,

(iii) the current provider of the services is likely to default in its service obligations because of its current financial condition, or

(iv) the disclosure is otherwise material,

(d) provides a guarantee, alternative credit support or other credit enhancement to support the obligations of the issuer under the asset-backed securities or the performance of some or all of the financial assets in the pool, or has agreed to do so, or

(e) lends to the issuer in order to facilitate the timely payment or repayment of amounts payable under the asset-backed securities, or has agreed to do so.

(6) Describe the general business activities and material responsibilities under the asset-backed securities of a person referred to in subsection (5).

(7) Describe the terms of any material relationships between

(a) any of the persons referred to in subsection (5) or any of their respective affiliates, and

(b) the issuer.

(8) Describe any provisions relating to termination of services or responsibilities of any of the persons referred to in subsection (5) and the terms on which a replacement may be appointed.

(9) Describe any risk factors associated with the asset-backed securities, including disclosure of material risks associated with changes in interest rates or prepayment levels, and any circumstances where payments on the asset-backed securities could be impaired or disrupted as a result of any reasonably foreseeable event that may delay, divert or disrupt the cash flows dedicated to service the asset-backed securities.

INSTRUCTIONS

(1) Present the information required under subsection (3) in a manner that will enable a reader to easily determine whether, and the extent to which, the events, covenants, standards and preconditions referred to in paragraph (2)(f) have occurred, are being satisfied or may be satisfied.

(2) If the information required under subsection (3) is not compiled specifically from the underlying pool of financial assets, but is compiled from a larger pool of the same assets from which the securitized assets are randomly selected so that the performance of the larger pool is representative of the performance of the pool of securitized assets, then an issuer may comply with subsection (3) by providing the financial disclosure required based on the larger pool and disclosing that it has done so.

(3) Issuers are required to summarize contractual arrangements in plain language and may not merely restate the text of the contracts referred to. The use of diagrams to illustrate the roles of, and the relationship among, the persons referred to in subsection (5) and the contractual arrangements underlying the asset-backed securities is encouraged.”;

(25) by replacing paragraph (c) of Item 7.4 with the following:

“(c) settlements that are the result of the exercise of the derivatives;”;

(26) by replacing Item 7.6 with the following:

“7.6 Special Warrants, etc.

If the short form prospectus is used to qualify the distribution of securities issued upon the exercise of special warrants or other securities acquired on a prospectus-exempt basis, disclose that holders of such secu-

rities have been provided with a contractual right of rescission and provide the following disclosure in the short form prospectus, with the bracketed information completed:

“The issuer has granted to each holder of a special warrant a contractual right of rescission of the prospectus-exempt transaction under which the special warrant was initially acquired. The contractual right of rescission provides that if a holder of a special warrant who acquires another security of the issuer on exercise of the special warrant as provided for in the prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the short form prospectus or an amendment to the short form prospectus containing a misrepresentation,

(a) the holder is entitled to rescission of both the holder’s exercise of its special warrant and the private placement transaction under which the special warrant was initially acquired,

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the underwriter or issuer, as the case may be, on the acquisition of the special warrant, and

(c) if the holder is a permitted assignee of the interest of the original special warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.”;

(27) by replacing Item 7.7 with the following:

“7.7. Restricted Securities

(1) If the issuer has outstanding, or proposes to distribute under a short form prospectus restricted securities, subject securities or securities that are, directly or indirectly, convertible into or exercisable or exchangeable for restricted securities or subject securities, provide a detailed description of

(a) the voting rights attached to the restricted securities that are the subject of the distribution or that will result from the distribution, either directly or following a conversion, exchange or exercise, and the voting rights, if any, attached to the securities of any other class of securities of the issuer that are the same as or greater than, on a per security basis, those attached to the restricted securities,

(b) any significant provisions under applicable corporate and securities law that do not apply to the holders of the restricted securities that are the subject of the distribution or that will result from the distribution, either

directly or following a conversion, exchange or exercise, but do apply to the holders of another class of equity securities, and the extent of any rights provided in the constating documents or otherwise for the protection of holders of the restricted securities,

(c) any rights under applicable corporate law, in the constating documents or otherwise, of holders of restricted securities that are the subject of the distribution or that will result from the distribution, either directly or following a conversion, exchange or exercise, to attend, in person or by proxy, meetings of holders of equity securities of the issuer and to speak at the meetings to the same extent that holders of equity securities are entitled, and

(d) how the issuer complied with, or basis upon which it was exempt from, the requirements of Part 12 of Regulation 41-101 respecting General Prospectus Requirements.

(2) If holders of restricted securities do not have all of the rights referred to in subsection (1) the detailed description referred to in that subsection must include, in boldface, a statement of the rights the holders do not have.

(3) If the issuer is required to include the disclosure referred to in subsection (1), state the percentage of the aggregate voting rights attached to the issuer's securities that will be represented by restricted securities after effect has been given to the issuance of the securities being offered.”;

(28) by replacing, in the English text of Item 7.8, the words “as to” with the words “about the” before “modification, amendment or variation”;

(29) by replacing Item 7.9 with the following:

“7.9. Ratings

“If the issuer has asked for and received a stability rating, or if the issuer is aware that it has received any other kind of rating, including a provisional rating, from one or more approved rating organizations for the securities being distributed and the rating or ratings continue in effect, disclose

(a) each security rating, including a provisional rating or stability rating, received from an approved rating organization,

(b) the name of each approved rating organization that has assigned a rating for the securities to be distributed,

(c) a definition or description of the category in which each approved rating organization rated the securities to be distributed and the relative rank of each rating within the organization's overall classification system,

(d) an explanation of what the rating addresses and what attributes, if any, of the securities to be distributed are not addressed by the rating,

(e) any factors or considerations identified by the approved rating organization as giving rise to unusual risks associated with the securities to be distributed,

(f) a statement that a security rating or a stability rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization, and

(g) any announcement made by, or any proposed announcement known to the issuer to be made by, an approved rating organization to the effect that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this item.

INSTRUCTION

There may be factors relating to a security that are not addressed by a ratings agency when they give a rating. For example, in the case of cash settled derivatives, factors in addition to the creditworthiness of the issuer, such as the continued subsistence of the underlying interest or the volatility of the price, value or level of the underlying interest may be reflected in the rating analysis. Rather than being addressed in the rating itself, these factors may be described by an approved rating organization by way of a superscript or other notation to a rating. Any such attributes must be discussed in the disclosure under this item.”;

(30) by adding, in the Instruction of Item 7.10, the words “short form” before the word “prospectus”;

(31) by adding the following after the Instruction of Item 7.10:

“Item 7A Prior Sales

“7A.1. Prior Sales

For each class of securities of the issuer distributed under the short form prospectus and for securities that are convertible into those classes of securities, state, for the 12-month period before the date of the short form prospectus,

- (a) the price at which the securities have been issued or are to be issued by the issuer or selling securityholder;
- (b) the number of securities issued at that price; and
- (c) the date on which the securities were issued.

“7A.2. Trading Price and Volume

(1) For each class of securities of the issuer that is traded or quoted on a Canadian marketplace, identify the marketplace and the price ranges and volume traded or quoted on the Canadian marketplace on which the greatest volume of trading or quotation generally occurs.

(2) If a class of securities of the issuer is not traded or quoted on a Canadian marketplace, but is traded or quoted on a foreign marketplace, identify the foreign marketplace and the price ranges and volume traded or quoted on the foreign marketplace on which the greatest volume or quotation generally occurs.

(3) Provide the information required under subsections (1) and (2) on a monthly basis for each month or, if applicable, partial months of the 12-month period before the date of the short form prospectus.”;

(32) by replacing Item 8 with the following:

“Item 8 Selling Securityholder

“8.1 Selling Securityholder

(1) If any securities are being distributed for the account of a securityholder, provide the following information for each securityholder:

1. The name.
2. The number or amount of securities owned, controlled or directed of the class being distributed.
3. The number or amount of securities of the class being distributed for the account of the securityholder.
4. The number or amount of securities of the issuer of any class to be owned, controlled or directed after the distribution, and the percentage that number or amount represents of the total outstanding.

5 Whether the securities referred to in paragraph 2, 3 or 4 are owned both of record and beneficially, of record only, or beneficially only.

(2) If securities are being distributed in connection with a restructuring transaction, indicate, to the extent known, the holdings of each person described in paragraph 1. of subsection (1) that will exist after effect has been given to the transaction.

(3) If any of the securities being distributed are being distributed for the account of a securityholder and those securities were purchased by the selling securityholder within the two years preceding the date of the short form prospectus, state the date the selling securityholder acquired the securities and, if the securities were acquired in the 12 months preceding the date of the short form prospectus, the cost to the securityholder in the aggregate and on an average cost-per-security basis.

(4) If, to the knowledge of the issuer or the underwriter of the securities being distributed, any selling securityholder is an associate or affiliate of another person named as a principal holder of voting securities in the issuer’s information circular required to be incorporated by reference under paragraph 7. of subsection 11.1(1), disclose, to the extent known, the material facts of the relationship, including any basis for influence over the issuer held by the person other than the holding of voting securities of the issuer.

(5) In addition to the above, include in a footnote to the table the required calculation(s) on a fully-diluted basis.

(6) Describe any material change to the information required to be included in the short form prospectus under subsection (1) to the date of the short form prospectus.

INSTRUCTION

If a company, partnership, trust or other unincorporated entity is a selling securityholder, disclose, to the extent known, the name of each individual who, through ownership of or control or direction over the securities of that company, trust or other unincorporated entity, or membership in the partnership, as the case may be, is a principal securityholder of that entity.”;

(33) by replacing Item 10 with the following:

“Item 10 Recently completed and Probable Acquisitions

“10.1. Application and Definitions

This Item does not apply to a completed or proposed transaction by the issuer that was or will be accounted for as a reverse takeover or a transaction that is a pro-

posed reverse takeover that has progressed to a state where a reasonable person would believe that the likelihood of the reverse takeover being completed is high.

“10.2. Significant Acquisitions

(1) Describe any acquisition

(a) that the issuer has completed within 75 days prior to the date of the short form prospectus;

(b) that is a significant acquisition for the purposes of Part 8 of Regulation 51-102 respecting Continuous Disclosure Obligations; and

(c) for which the issuer has not yet filed a business acquisition report under Regulation 51-102 respecting Continuous Disclosure Obligations.

(2) Describe any proposed acquisition by an issuer that

(a) has progressed to a state where a reasonable person would believe that the likelihood of the issuer completing the acquisition is high; and

(b) would be a significant acquisition for the purposes of Part 8 of Regulation 51-102 respecting Continuous Disclosure Obligations if completed as of the date of the short form prospectus.

(3) If disclosure about an acquisition or proposed acquisition is required under subsection (1) or (2), include financial statements of or other information about the acquisition or proposed acquisition if the inclusion of the financial statements is necessary for the short form prospectus to contain full, true and plain disclosure of all the material facts relating to the securities being distributed.

(4) The requirement to include financial statements or other information under subsection (3) must be satisfied by including

(a) the financial statements or other information that will be required to be included in, or incorporated by reference into, a business acquisition report filed under Part 8 of Regulation 51-102 respecting Continuous Disclosure Obligations, or

(b) satisfactory alternative financial statements or other information.

INSTRUCTION

For the description of the acquisition or proposed acquisition, include the information required by items 2.1 through 2.6 of Form 51-102F4. For a proposed acquisition, modify this information as necessary to convey that the acquisition is not yet completed.

“Item 10A Reverse Takeover and Probable Reverse Takeover

“10A.1. Completed Reverse Takeover Disclosure

If the issuer has completed a reverse takeover since the end of the financial year in respect of which the issuer’s current AIF is incorporated by reference into the short form prospectus under paragraph 1. of subsection 11.1(1), provide disclosure about the reverse takeover acquirer by complying with the following:

1. If the reverse takeover acquirer satisfies the criteria set out in paragraphs 2.2(a), (b), (c), and (d) of the Regulation, incorporate by reference into the short form prospectus all documents that would be required to be incorporated by reference under Item 11 if the reverse takeover acquirer were the issuer of the securities.

2. If paragraph 1 does not apply to the reverse takeover acquirer, include in the short form prospectus the same disclosure about the reverse takeover acquirer that would be required to be contained in Form 41-101F1 if the reverse takeover acquirer were the issuer of the securities being distributed and the reverse takeover acquirer were distributing those securities by way of the short form prospectus.

“10A.2. Probable Reverse Takeover Disclosure

If the issuer is involved in a proposed reverse takeover that has progressed to a state where a reasonable person would believe that the likelihood of the reverse takeover being completed is high, provide disclosure about the reverse takeover acquirer by complying with the following:

1. If the reverse takeover acquirer satisfies the criteria set out in paragraphs 2.2(a), (b), (c), and (d) of the Regulation, incorporate by reference into the short form prospectus all documents that would be required to be incorporated by reference under Item 11 if the reverse takeover acquirer were the issuer of the securities.

2. If paragraph 1 does not apply to the reverse takeover acquirer, include in the short form prospectus the same disclosure about the reverse takeover acquirer that

would be required to be contained in Form 41-101F1, if the reverse takeover acquirer were the issuer of the securities being distributed and the reverse takeover acquirer were distributing those securities by way of the short form prospectus.”;

(34) in paragraph (1) of Item 11.1:

(a) by adding, in subparagraph 4, the words “short form” before the words “prospectus” and the word “historical” before the words “financial information”;

(b) by replacing, in subparagraph 6, the words “most recent audited financial statements” with the words “current annual financial statements”;

(c) by replacing subparagraphs 7 to 9 with the following:

“7. Any information circular filed by the issuer under Part 9 of Regulation 51-102 respecting Continuous Disclosure Obligations or Part 12 of Regulation 81-106 respecting Investment Fund Continuous Disclosure since the beginning of the financial year in respect of which the issuer’s current AIF is filed, other than an information circular prepared in connection with an annual general meeting if the issuer has filed and incorporated by reference an information circular for a subsequent annual general meeting.

“8. The most recent Forms 51-101F1 to 51-101F3 of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities, filed by an SEC issuer, unless:

(a) the issuer’s current AIF is in the form of Form 51102F2 of Regulation 51-102 respecting Continuous Disclosure Obligations; or

(b) the issuer is otherwise exempted from the requirements of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities.

“9. Any other disclosure document which the issuer has filed pursuant to an undertaking to a provincial and territorial securities regulatory authority since the beginning of the financial year in respect of which the issuer’s current AIF is filed.

“10. Any other disclosure document of the type listed in paragraphs 1 through 8 that the issuer has filed pursuant to an exemption from any requirement under securities legislation since the beginning of the financial year in respect of which the issuer’s current AIF is filed.”;

(35) in Item 11.3:

(a) by replacing paragraph (1) with the following:

“(1) If the issuer does not have a current AIF or current annual financial statements and is relying on the exemption in subsection 2.7(1) of the Regulation, include the disclosure, including financial statements and related MD&A, that would otherwise have been required to have been included in a current AIF and current annual financial statements and related MD&A under section 11.1.”;

(b) by replacing, in the Instruction, the word “reorganization” with the words “restructuring transaction” and the word “issuer” with the word “entity” after the words “financial statements of any”;

(36) in Item 12.1:

(a) by adding, in paragraph 1, the words “in at least one jurisdiction” after the words “reporting issuer”;

(b) by adding, in paragraph 2, the words “in any jurisdiction” after the words “reporting issuer”;

(c) by deleting, in paragraph 4, the words “, and in Québec, disclosure of all material facts likely to affect the value or the market price, of”;

(37) by replacing Item 13 with the following:

“Item 13 Exemptions for Certain Issues of Guaranteed Securities

“13.1. Definitions and Interpretation

(1) In this Item:

(a) the impact of subsidiaries, on a combined basis, on the financial results of the parent entity is “minor” if each item of the summary financial information of the subsidiaries, on a combined basis, represents less than 3% of the total consolidated amounts,

(b) a parent entity has “limited independent operations” if each item of its summary financial information represents less than 3% of the total consolidated amounts,

(c) a subsidiary is a “finance subsidiary” if it has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the security being distributed and any other securities guaranteed by its parent entity,

(d) “parent credit supporter” means a credit supporter of which the issuer is a subsidiary,

(e) “parent entity” means a parent credit supporter for the purposes of items 13.2 and 13.3 and an issuer for the purpose of item 13.4,

(f) “subsidiary credit supporter” means a credit supporter that is a subsidiary of the parent credit supporter, and

(g) “summary financial information” includes the following line items:

- (i) sales or revenues;
- (ii) income from continuing operations;
- (iii) net earnings or loss; and

(iv) unless the issuer’s GAAP permits the preparation of the credit support issuer’s balance sheet without classifying assets and liabilities between current and non-current and the credit support issuer provides alternative meaningful financial information which is more appropriate to the industry,

- (A) current assets;
- (B) non-current assets;
- (C) current liabilities; and
- (D) non-current liabilities.

(2) For the purposes of this Item, consolidating summary financial information must be prepared on the following basis

(a) an entity’s annual or interim summary financial information must be derived from the entity’s financial information underlying the corresponding consolidated financial statements of the parent entity included in the short form prospectus,

(b) the parent entity column must account for investments in all subsidiaries under the equity method, and

(c) all subsidiary entity columns must account for investments in non-credit supporter subsidiaries under the equity method.

“13.2. Issuer is Wholly-owned Subsidiary of Parent Credit Supporter

Despite items 6 and 11, an issuer is not required to incorporate by reference into the short form prospectus any of its documents under paragraphs 1 to 4 and 6 to 8 of subsection 11.1(1) or include in the short form prospectus its earning coverage ratios under item 6.1, if

(a) a parent credit supporter has provided full and unconditional credit support for the securities being distributed;

(b) the parent credit supporter satisfies the criterion in paragraph 2.4(1)(b) of the Regulation;

(c) the securities being distributed are non-convertible debt securities, non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the parent credit supporter;

(d) the parent credit supporter is the beneficial owner of all the issued and outstanding equity securities of the issuer;

(e) no other subsidiary of the parent credit supporter has provided a guarantee or alternative credit support for all or substantially all of the payments to be made under the securities being distributed;

(f) the issuer includes in the short form prospectus either

(i) a statement that the financial results of the issuer are included in the consolidated financial results of the parent credit supporter, if

(A) the issuer is a finance subsidiary, and

(B) the impact of any subsidiaries of the parent credit supporter on a combined basis, excluding the issuer, on the consolidated financial results of the parent credit supporter is minor, or

(ii) for the periods covered by the parent credit supporter’s interim and annual consolidated financial statements included in the short form prospectus under item 12.1, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:

(A) the parent credit supporter;

(B) the issuer;

(C) any other subsidiaries of the parent credit supporter on a combined basis;

(D) consolidating adjustments;

(E) the total consolidated amounts.

“13.3. Issuer is Wholly-owned Subsidiary of, and One or More Subsidiary Credit Supporters Controlled by, Parent Credit Supporter

(1) Despite items 6, 11 and 12, an issuer is not required to incorporate by reference into the short form prospectus any of its documents under paragraphs 1 to 4 and 6 to 8 of subsection 11.1(1), or include in the short form prospectus its earning coverage ratios under item 6.1, or include in the short form prospectus the disclosure of one or more subsidiary credit supporters required by item 12.1, if

(a) a parent credit supporter and one or more subsidiary credit supporters have each provided full and unconditional credit support for the securities being distributed;

(b) the parent credit supporter satisfies the criterion in paragraph 2.4(1)(b) of the Regulation;

(c) the guarantees or alternative credit supports are joint and several;

(d) the securities being distributed are non-convertible debt securities, non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the parent credit supporter;

(e) the parent credit supporter is the beneficial owner of all the issued and outstanding equity securities of the issuer;

(f) the parent credit supporter controls each subsidiary credit supporter and the parent credit supporter has consolidated the financial statements of each subsidiary credit supporter into the parent credit supporter's financial statements that are included in the short form prospectus; and

(g) the issuer includes in the short form prospectus for the periods covered by the parent credit supporter's financial statements included in the short form prospectus under item 12.1, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:

(i) the parent credit supporter;

(ii) the issuer;

(iii) each subsidiary credit supporter on a combined basis;

(iv) any other subsidiaries of the parent credit supporter on a combined basis;

(v) consolidating adjustments;

(vi) the total consolidated amounts,

(2) Despite paragraph (1)(g)

(a) if the impact of any subsidiaries of the parent credit supporter on a combined basis, excluding the issuer and all subsidiary credit supporters, on the consolidated financial results of the parent credit supporter is minor, column (iv) may be combined with another column, and

(b) if the issuer is a finance subsidiary, column (ii) may be combined with another column.

“13.4. One or More Credit Supporters Controlled by Issuer

Despite Item 12, an issuer is not required to include in the short form prospectus the credit supporter disclosure for one or more credit supporters required by item 12.1, if

(a) one or more credit supporters have each provided full and unconditional credit support for the securities being distributed,

(b) if there is more than one credit supporter, the guarantee or alternative credit supports are joint and several,

(c) the securities being distributed are non-convertible debt securities or non-convertible preferred shares, or convertible debt securities or convertible preferred shares that are convertible, in each case, into non-convertible securities of the issuer,

(d) the issuer controls each credit supporter and the issuer has consolidated the financial statements of each credit supporter into the issuer's financial statements that are included in the short form prospectus, and

(e) the issuer includes in the short form prospectus either

(i) a statement that the financial results of the credit supporter(s) are included in the consolidated financial results of the issuer, if

(A) the issuer has limited independent operations, and

(B) the impact of any subsidiaries of the issuer on a combined basis, excluding the credit supporter(s) but including any subsidiaries of the credit supporter(s) that are not themselves credit supporters, on the consolidated financial results of the issuer is minor, or

(ii) for the periods covered by the issuer's financial statements included in the short form prospectus under Item 11, consolidating summary financial information for the issuer, presented with a separate column for each of the following:

(A) the issuer;

(B) the credit supporters on a combined basis;

(C) any other subsidiaries of the issuer on a combined basis;

(D) consolidating adjustments;

(E) the total consolidated amounts.”;

(38) by replacing Item 14.1 and the Instruction of this Item with the following:

“14.1. Relationship between Issuer or Selling Securityholder and Underwriter

(1) If the issuer or selling securityholder is a connected issuer or related issuer of an underwriter of the distribution, or if the issuer or selling securityholder is also an underwriter of the distribution, comply with the requirements of Regulation 33105 respecting Underwriting Conflicts.

(2) For the purposes of subsection (1), “connected issuer” and “related issuer” have the same meaning as in Regulation 33-105 respecting Underwriting Conflicts.”;

(39) by replacing Item 15.1 with the following:

“15.1 Names of Experts

Name each person

(a) who is named as having prepared or certified a report, valuation, statement or opinion in the short form prospectus or an amendment to the short form prospectus, either directly or in a document incorporated by reference; and

(b) whose profession or business gives authority to the report, valuation, statement or opinion made by the person.”;

(40) by replacing the heading of Item 16 and Item 16.1 with the following:

“Item 16 Promoters

“16.1. Promoters

(1) For a person that is, or has been within the two years immediately preceding the date of the short form prospectus, a promoter of the issuer or subsidiary of the issuer, state, to the extent not disclosed elsewhere in a document incorporated by reference in the short form prospectus:

(a) the person's name,

(b) the number and percentage of each class of voting securities and equity securities of the issuer or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the person,

(c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter, directly or indirectly, from the issuer or from a subsidiary of the issuer, and the nature and amount of any assets, services or other consideration received or to be received by the issuer or a subsidiary of the issuer in return, and

(d) for an asset acquired within the two years before the date of the preliminary short form prospectus, or to be acquired, by the issuer or by a subsidiary of the issuer from a promoter,

(i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,

(ii) the person making the determination referred to in subparagraph (i) and the person's relationship with the issuer or the promoter or an affiliate of the issuer or promoter, and

(iii) the date that the asset was acquired by the promoter and the cost of the asset to the promoter.

(2) If a promoter referred to in subsection (1) is, as at the date of the preliminary short form prospectus, or was within 10 years before the date of the preliminary short form prospectus, a director, chief executive officer or chief financial officer of any person that

(a) was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer, or

(b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer,

state the fact and describe the basis on which the order was made and whether the order is still in effect.

(3) For the purposes of subsection (2), “order” means:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person access to any exemption under securities legislation

that was in effect for a period of more than 30 consecutive days.

(4) If a promoter referred to in subsection (1)

(a) is, at the date of the preliminary short form prospectus, or has been within the 10 years before the date of the preliminary short form prospectus, a director or executive officer of any person that, while the promoter was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact, or

(b) has, within the 10 years before the date of the preliminary short form prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter, state the fact.

(5) Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter referred to in subsection (1) has been subject to

(a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority, or

(b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

(6) Despite subsection (5), no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be considered important to a reasonable investor in making an investment decision.

INSTRUCTIONS

(1) The disclosure required by subsections (2), (4) and (5) also applies to any personal holding companies of any of the persons referred to in subsections (2), (4), and (5).

(2) A management cease trade order which applies to a promoter referred to in subsection (1) is an “order” for the purposes of paragraph (2)(a) and must be disclosed, whether or not the director, chief executive officer or chief financial officer was named in the order.

(3) For the purposes of this item, a late filing fee, such as a filing fee that applies to the late filing of an insider report, is not a “penalty or sanction”.

(4) The disclosure in paragraph (2)(a) only applies if the promoter was a director, chief executive officer or chief financial officer when the order was issued against the person. The issuer does not have to provide disclosure if the promoter became a director, chief executive officer or chief financial officer after the order was issued.”;

(41) by replacing the heading of Item 17 and Item 17.1 with the following:

“Item 17 Risk Factors

“17.1. Risk Factors

Describe the factors material to the issuer that a reasonable investor would consider relevant to an investment in the securities being distributed.

INSTRUCTIONS

(1) Issuers may cross-reference to specific risk factors relevant to the securities being distributed that are discussed in their current AIF.

(2) Disclose risks in the order of seriousness from the most serious to the least serious.

(3) *A risk factor should not be de-emphasized by including excessive caveats or conditions.*”;

(42) by deleting, in Item 18.1, the words “, and in Québec not to make any misrepresentation likely to affect the value or market price of,”;

(43) by replacing Item 20.1 with the following:

“20.1 General

Include a statement in substantially the following form, with the bracketed information completed:

Securities legislation in [certain of the provinces [and territories] of Canada/the Province of [insert name of local jurisdiction, if applicable]] provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. [In several of the provinces/provinces and territories,] {T/t}he securities legislation further provides a purchaser with remedies for rescission [or [, in some jurisdictions,] revisions of the price of damages] if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission [, revisions of the price or damages] are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province [or territory]. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province [or territory] for the particulars of these rights or consult with a legal adviser.”;

(44) by replacing, in the French text of Item 20.2, the words “à prix non déterminé” with the words “à prix ouvert”;

(45) by replacing Item 21 with the following:

“Item 21 Certificates

“21.1. Certificates

Include the certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements or by other securities legislation.

“21.2. Issuer Certificate Form

An issuer certificate form must state

“This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of [insert the jurisdictions in which qualified].”.

“21.3. Underwriter Certificate Form

An underwriter certificate form must state

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of [insert the jurisdictions in which qualified].”.

“21.4. Amendments

(1) For an amendment to a short form prospectus that does not restate the short form prospectus, change “short form prospectus” to “short form prospectus dated [insert date] as amended by this amendment” wherever it appears in the statements in sections 21.2 and 21.3.

(2) For an amended and restated short form prospectus, change “short form prospectus” to “amended and restated short form prospectus” wherever it appears in the statements in sections 21.2 and 21.3.”.

17. The Regulation is amended by replacing, wherever they appear, the words “person or company” and “persons or companies” with, respectively, the words “person” and “persons”.

18. The Regulation is amended by replacing, wherever they appear in the French text, the words “page frontispice” with “page de titre”.

19. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 44-102 respecting Shelf Distributions⁵

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8), (9), (11) and (34); 2007, c. 15)

1. Section 1.1 of Regulation 44-102 respecting Shelf Distributions is amended:

(1) in paragraph (1):

(a) by replacing the words “National Instrument 81-102 Mutual Funds” in the definition of “clearing corporation” with the words “Regulation 81-102 Mutual Funds adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0209 dated May 22, 2001”;

(b) by deleting, in the definition of “stabilization provisions”, the words “or companies” and “or company”;

(c) by replacing the definition of “novel” with the following:

“novel” means,

(a) for a specified derivative proposed to be distributed using the shelf procedures and that has an underlying interest that is not a security of the issuer,

(i) a derivative of a type that has not been distributed by the issuer by way of prospectus in a jurisdiction of Canada before the proposed distribution, or

(ii) a derivative of a type that has been distributed by the issuer by way of prospectus in a jurisdiction of Canada before the proposed distribution if

(A) the attributes of the derivative differ materially from the attributes of derivatives of the same type previously distributed by the issuer by way of prospectus,

(B) the structure and contractual arrangements underlying the derivative differ materially from the structure and contractual arrangements underlying derivatives of the same type previously distributed by the issuer by way of prospectus, or

(C) the type of the underlying interest for the derivative differs materially from the type of underlying interest for derivatives of the same type previously distributed by the issuer by way of prospectus, and

(b) for an asset-backed security proposed to be distributed using the shelf procedures,

(i) a security of a type that has not been distributed by way of prospectus in a jurisdiction of Canada before the proposed distribution, or

(ii) a security of a type that has been distributed by way of prospectus in a jurisdiction of Canada before the proposed distribution if

(A) the attributes of the security differ materially from the attributes of securities of the same type previously distributed by way of prospectus,

(B) the structure and contractual arrangements underlying the security differ materially from the structure and contractual arrangements underlying securities of the same type previously distributed by way of prospectus, or

(C) the type of financial assets servicing the security differ materially from the type of financial assets servicing securities of the same type previously distributed by way of prospectus;”;

(d) by replacing, in the French text of the definition of “placement au cours du marché”, the words “à un prix non déterminé” with the words “à prix ouvert”;

(e) by adding, in the English text of the definition of “method 1” and after the words “forward-looking”, the words “forms of”;

(f) by adding, in the English text of the definition of “method 2” and after the words “non-forward looking”, the words “forms of”;

(2) by replacing paragraph (2) with the following:

“(2) Every term that is defined or interpreted in Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. (*indicate the number and date of the ministerial order approving the regulation*) or in Regulation 44101 respecting Short Form

⁵ Regulation 44-102 respecting Shelf Distributions, adopted on May 22, 2001 by decision no. 2001-C-0201 and published in the Supplement to the Bulletin of the Commission des valeurs mobilières du Québec, volume 32, no. 22 dated June 1, 2001 was last amended by the regulation approved by Ministerial Order No. 2005-25 dated November 30, 2005 (2005, *G.O.* 2, 5221). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

Prospectus Distributions, the definition or interpretation of which is not restricted to a specific portion of these Regulations has, if used in this Regulation, the respective meaning ascribed to it in the aforementioned Regulations, unless defined or interpreted in this Regulation.”.

2. Section 1.2 of the French text of the Regulation is replaced with the following:

“1.2 Modifications

Dans le présent règlement, toute mention d’une modification apportée à un prospectus, à l’exception de celles de l’annexe A et de l’annexe B, désigne tant une simple modification, sans reprise du texte du prospectus, qu’une version modifiée du prospectus.”.

3. Sections 2.2 to 2.6 of the Regulation are amended by replacing, in paragraph (3), subparagraph (c) with the following:

“(c) in Ontario, the lapse date prescribed by the securities legislation.”.

4. Section 2.8 of the Regulation is repealed.

5. Section 4.1 of the Regulation is amended:

(1) by replacing, wherever they appear in the English text, the words “security holder” with the word “securityholder”;

(2) in subparagraph (ii) of subparagraph (b) of paragraph (2), by replacing the numeral “21” with the words “10 business”.

6. Section 5.5 of the Regulation is amended:

(1) in the French text of paragraphs (1) and (2), by replacing the words “page frontispice” with the words “page de titre”;

(2) in the English text of paragraph (7), by replacing the words “security holder” with the word “securityholder”;

(3) by replacing paragraph (8) with the following:

“8. The prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, in the issuer certificate form or underwriter certificate form prescribed by

(a) method 1, if

(i) the base shelf prospectus is being used to establish an MTN program or other continuous distribution, or

(ii) method 2 has not been elected; or

(b) method 2, if method 2 has been elected.”.

7. Section 5.8 of the Regulation is replaced with the following:

“5.8 Amendments

If a material change occurs at a time when no securities are being distributed under a base shelf prospectus, the provisions in Part 6 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation that require the filing of an amendment to a prospectus if a material change occurs are satisfied by

(a) the filing of a material change report; and

(b) the incorporation by reference in the base shelf prospectus of the material change report.”.

8. Section 6.1 of the Regulation is replaced with the following:

“6.1 Requirement to Use Shelf Prospectus Supplements

An issuer or selling securityholder that distributes securities under a base shelf prospectus shall supplement the disclosure in the base shelf prospectus with a shelf prospectus supplement, or more than one shelf prospectus supplement, in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities distributed under the prospectus.”.

9. Section 6.2 of the Regulation is amended:

(1) by replacing, in paragraph (3), the words “Any unaudited financial statements of an issuer or an acquired business” with the words “Subject to subsection (4), any unaudited financial statements, other than pro forma financial statements,” and, in the English text, the words “an entity’s” with the words “a person’s”;

(2) by replacing paragraph (4) with the following:

“(4) If Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency, approved by Ministerial Order no. 2005-08 dated May 19, 2005, permits the financial statements of the person in subsection (3) to be audited in accordance with

(a) U.S. GAAS, the unaudited financial statements may be reviewed in accordance with U.S. review standards,

(b) International Standards on Auditing, the unaudited financial statements may be reviewed in accordance with International Standards on Review Engagement issued by the International Auditing and Assurance Standards Board, or

(c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, the unaudited financial statements

(i) may be reviewed in accordance with review standards that meet the foreign disclosure requirements of the designated foreign jurisdiction, or

(ii) do not have to be reviewed if

(A) the designated foreign jurisdiction does not have review standards for unaudited financial statements, and

(B) the base shelf prospectus includes disclosure that the unaudited financial statements have not been reviewed.”;

(3) in paragraph (5), by replacing the words “in paragraph (3)” with “in subsection (3), if applicable.”.

10. Paragraph (1) of section 6.3 of the Regulation is amended:

(1) by replacing, in the French text of subparagraphs (1) and (2), the words “page frontispice” with the words “page de titre”;

(2) in subparagraph (3):

(a) in the introductory sentence, by adding “required by Part 5 of Regulation 41101 respecting General Prospectus Requirements and other securities legislation, in the issuer certificate form or underwriter certificate form” after “The prospectus certificates”;

(b) by replacing, in the English text of subparagraph (b), the word “certificates” with the words “certificate forms”.

11. Section 6.7 of the Regulation is replaced with the following:

“6.7 Delivery Requirement

The shelf prospectus supplement or supplements that, together with the corresponding base shelf prospectus, contain full, true and plain disclosure of all material

facts relating to the securities being distributed shall be sent by prepaid mail or delivered to a purchaser of the securities with the base shelf prospectus.

“6.8 Disclosure that may be omitted

A shelf prospectus supplement may omit any prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, if the person required to sign the certificate signed a prospectus certificate in the issuer certificate form or underwriter certificate form prescribed by method 1 included in a base shelf prospectus or a shelf prospectus supplement qualifying the securities being distributed.”.

12. Paragraph (1) of section 7.2 of the Regulation is replaced with the following:

“(1) If any notary in Québec, solicitor, auditor, accountant, engineer or appraiser, or any other person whose profession or business gives authority to a statement made by that person, is”;

(a) named in a document that is

(i) incorporated by reference into a base shelf prospectus, and

(ii) filed after the date of filing of the base shelf prospectus; and

(b) named in the document

(i) as having prepared or certified any part of the base shelf prospectus, amendment or shelf prospectus supplement,

(ii) as having opined on financial statements from which selected information included in the base shelf prospectus, amendment or shelf prospectus supplement has been derived and which audit opinion is referred to in the base shelf prospectus, amendment or shelf prospectus supplement directly or in a document incorporated by reference, or

(iii) as having prepared or certified a report, valuation, statement or opinion referred to in the base shelf prospectus, amendment, or shelf prospectus supplement, directly or in a document incorporated by reference,

the issuer shall file the written consent of the person to being named and to the use of that report, valuation, statement or opinion in accordance with subsection (2).”.

13. Section 9.1 of the Regulation is amended, in paragraph (1), by replacing the word “percent” with the symbol “%” and, in paragraphs (2) and (3), by deleting the words “or company”.

14. Section 9.2 of the Regulation is replaced with the following:

“(2) For the purposes of subsection (1), in calculating the total number of equity securities of a class outstanding, an issuer shall exclude those equity securities of the class that are beneficially owned, or controlled or directed, directly or indirectly, by persons that, alone or together with their respective affiliates and associated parties, beneficially own, or control or direct, directly or indirectly, more than 10% of the outstanding equity securities of the issuer.

“(3) Despite subsection (2), if a portfolio manager of a pension fund or investment fund, alone or together with its affiliates and associated parties, exercises control or direction, directly or indirectly, in the aggregate over more than 10% of the outstanding equity securities of an issuer, and the fund beneficially owns, or controls or directs, directly or indirectly, 10% or less of the issued and outstanding equity securities of the issuer, the securities that the fund beneficially owns, or controls or directs, directly or indirectly, are not excluded unless the portfolio manager is an affiliate of the issuer.”.

15. Section 11.1 of the Regulation is amended by adding the following after paragraph (2):

“(2.1) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions adopted by the decision no. 2001-C-0274 dated June 12, 2001, opposite the name of the local jurisdiction.”.

16. Paragraph (2) of section 11.2 is replaced with the following:

“(2) The issuance of a receipt for a base shelf prospectus or an amendment to a base shelf prospectus is not evidence that the exemption is being granted unless

(a) the person that sought the exemption sent to the regulator or, in Québec, the securities regulatory authority

(i) the letter or memorandum referred to in subsection 11.1(3), on or before the date of the filing of the base shelf prospectus or an amendment to a base shelf prospectus, or

(ii) the letter or memorandum referred to in subsection 11.1(3) after the date of the filing of the base shelf prospectus or an amendment to a base shelf prospectus and received a written acknowledgement from the regulator or, in Québec, the securities regulatory authority that the exemption may be evidenced in the manner set out in subsection (1), and

(b) the regulator or, in Québec, the securities regulatory authority has not before, or concurrently with, the issuance of the receipt sent notice to the person that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).”.

17. Appendix A to the Regulation is amended:

(1) by replacing, in the English text of the title and subtitle, the words “**SHELF PROSPECTUS CERTIFICATES**” and “**CERTIFICATES**” with, respectively, the words “**FORM OF SHELF PROSPECTUS CERTIFICATES**” and “**FORM OF CERTIFICATES**”;

(2) by replacing sections 1.1 and 1.2 with the following:

“1.1 Issuer Certificate Form

If a base shelf prospectus establishes an MTN program or other continuous distribution, or if method 2 has not been elected by an issuer, an issuer certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].”.

“1.2 Underwriter Certificate Form

If the base shelf prospectus establishes an MTN program or other continuous distribution or if method 2 has not been elected by the underwriter, an underwriter certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference will, as of

the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].”;

(3) by repealing section 1.3;

(4) by replacing section 1.4 with the following:

“1.4 Amendments

(1) For an amendment to a base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, and if the amendment does not restate the prospectus, change “this short form prospectus” to “the short form prospectus dated [insert date] as amended by this amendment” wherever it appears in the statements in sections 1.1 and 1.2.

(2) For an amended and restated base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, change “this short form prospectus” and replace it with “this amended and restated short form prospectus” wherever it appears in the statements in sections 1.1 and 1.2.”;

(5) by replacing sections 2.1 and 2.2 with the following:

“2.1 Issuer Certificate Form

If an issuer certificate form described in section 1.1 was not included in the corresponding base shelf prospectus, an issuer certificate form in a shelf prospectus supplement that establishes an MTN program or other continuous distribution must state:

“The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement(s) as required by the securities legislation of [insert name of each jurisdiction in which qualified].”.

“2.2 Underwriter Certificate Form

If an underwriter’s certificate form described in section 1.2 was not included in the corresponding base shelf prospectus, an underwriter certificate form in a shelf prospectus supplement that establishes an MTN program or other continuous distribution must state:

“To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].”;

(6) by repealing section 2.3;

(7) by replacing section 2.4 with the following:

“2.4 Amendments

(1) For an amendment to a shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, and if the amendment does not restate the prospectus, add “, as it amends the shelf prospectus supplement dated [insert date]” after “the foregoing,” wherever it appears in the statements in sections 2.1 and 2.2.

(2) For an amended and restated shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, include the issuer certificate form and the underwriter certificate form in sections 2.1 and 2.2.”.

18. Appendix B to the Regulation is amended:

(1) by replacing, in the English text of the title and subtitle, the words “**SHELF PROSPECTUS CERTIFICATES**” and “**CERTIFICATES**” with, respectively, the words “**FORM OF SHELF PROSPECTUS CERTIFICATES**” and “**FORM OF CERTIFICATES**”;

(2) by replacing sections 1.1 and 1.2 with the following:

“1.1 Issuer Certificate Form

If method 2 is elected by an issuer, an issuer certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“This short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of [insert name of each jurisdiction in which qualified].”.

“1.2 Underwriter Certificate Form

If method 2 is elected by an underwriter, an underwriter certificate form in the preliminary base shelf prospectus and the base shelf prospectus must state:

“To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of [insert name of each jurisdiction in which qualified].”.

(3) by repealing section 1.3;

(4) by replacing section 1.4 with the following:

“1.4 Amendments

(1) For an amendment to a base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, and if the amendment does not restate the prospectus, change “this short form prospectus” to “the short form prospectus dated [insert date] as amended by this amendment” wherever it appears in the statements in sections 1.1 and 1.2.

(2) For an amended and restated base shelf prospectus in respect of a base shelf prospectus that included the issuer certificate form and underwriter certificate form in sections 1.1 and 1.2, change “this short form prospectus” to “this amended and restated short form prospectus” wherever it appears in the statements in sections 1.1 and 1.2.”.

(5) by replacing sections 2.1 and 2.2 with the following:

“2.1 Issuer Certificate Form

If method 2 is elected by an issuer, an issuer certificate form in a shelf prospectus supplement must state:

“To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as

supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].”.

“2.2 Underwriter Certificate Form

If method 2 is elected by an underwriter, an underwriter certificate form in a shelf prospectus supplement must state:

“To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of [insert name of jurisdiction in which qualified].”.

(6) by repealing section 2.3;

(7) by replacing section 2.4 with the following:

“2.4 Amendments

(1) For an amendment to a shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, and if the amendment does not restate the prospectus, add “, as it amends the shelf prospectus supplement dated [insert date]” after “the foregoing,” wherever it appears in the statements in sections 2.1 and 2.2.

(2) For an amended and restated shelf prospectus supplement in respect of a shelf prospectus supplement that included the issuer certificate form and underwriter certificate form in sections 2.1 and 2.2, include the issuer certificate form and the underwriter certificate form in sections 2.1 and 2.2.”.

19. The Regulation is amended by replacing, wherever they appear in the English text, the words “security holder” with the word “securityholder”.

20. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 44-103 respecting Post-Receipt Pricing⁶

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8), (11)
and (34); 2007, c. 15)

1. Paragraph (2) of section 1.1 of Regulation 44-103 respecting Post-Receipt Pricing is replaced by the following:

“(2) Every term that is defined or interpreted in Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. (*indicate the number and date of the ministerial order approving the regulation*) or in Regulation 44-101 respecting Short Form Prospectus Distributions approved by Ministerial Order no. 2005-24 dated November 30, 2005, the definition or interpretation of which is not restricted to a specific portion of these Regulations has, if used in this Regulation, the meaning ascribed to it in the aforementioned Regulations, unless defined or interpreted in this Regulation.”.

2. Section 1.2 of the Regulation is amended by replacing the French text with the following:

“1.2. Modifications

Dans le présent règlement, toute mention d’une modification apportée à un prospectus désigne tant une simple modification, sans reprise du texte du prospectus, qu’une version modifiée du prospectus.”.

3. Paragraph (1) of section 3.2 of the Regulation is amended:

(1) by replacing, in subparagraph (1) of the French text, the words “page frontispice” with the words “page de titre”;

(2) by replacing subparagraph (7) with the following:

“7. The prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements and other securities legislation,

(a) in the following issuer certificate form:

“The [insert, if applicable, “short form”] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute, full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified].”; and

(b) in the following underwriter certificate form:

“To the best of our knowledge, information and belief, this [insert, if applicable “short form”] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified].”;

(3) by deleting subparagraphs 8 and 9.

4. Paragraph 8 of section 3.3 of the Regulation is replaced with the following:

“8. The identity of the members of the underwriting syndicate, other than the lead underwriter and any co-lead underwriter, and the disclosure required under Item 14 of Form 44-101F1 of Regulation 44-101 respecting Short Form Prospectus Distributions or Item 25 of Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements.”.

5. Section 3.6 of the Regulation is replaced with the following:

“3.6 Amendment to a Base PREP Prospectus

(1) For an amendment to a base PREP prospectus, other than an amendment filed under section 2.4 to opt out of the PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), and if the amendment is not a restatement of the base PREP prospectus, insert the phrase “as amended by this amendment” after the reference in each certificate form to the prospectus.

(2) For an amended and restated base PREP prospectus, other than an amended and restated base PREP prospectus filed under section 2.4 to opt out of the

⁶ Regulation 44-103 respecting Post-Receipt Pricing, adopted on May 22, 2001 by decision no. 2001C0203 and published in the Supplement to the Bulletin of the Commission des valeurs mobilières du Québec, volume 32, no. 22 dated June 1, 2001 was last amended by the regulation approved by Ministerial Order No. 2005-25 dated November 30, 2005 (2005, G.O. 2, 5221). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), preface the reference to the prospectus in each certificate form with the phrase “this amended and restated”.”.

6. Section 4.1 of the Regulation is amended:

(1) by replacing, in the English text, the words “security holder” with the word “securityholder”;

(2) by deleting the words “and, in Québec, to contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed”.

7. Section 4.4 of the Regulation is amended:

(1) by replacing, in paragraph (1) of the English text and wherever it appears, the word “percent” with the symbol “%”;

(2) in paragraph (2):

(a) by replacing, in the English text and wherever it appears, the word “percent” with the symbol “%”;

(b) by inserting the words “Part 6 of Regulation 41-101 respecting General Prospectus Requirements or other” before “securities legislation that require the filing”;

(3) in paragraph (3):

(a) by inserting the words “Part 6 of Regulation 41-101 respecting General Prospectus Requirements or other” before “securities legislation that require the filing”;

(b) by replacing, wherever it appears, the word “certificates” with the words “issuer certificate form and underwriter certificate form”.

8. Section 4.5 of the Regulation is amended:

(1) by renumbering paragraphs (a) and (b) of the French text as paragraphs 1 and 2, respectively;

(2) in paragraph (b):

(a) by replacing subparagraph 3 with the following:

“3. The prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation,

(a) in the following issuer certificate form:

“This [insert, if applicable, “short form”] prospectus, [insert in the case of a short form prospectus distribution - “, together with the documents incorporated by reference”] constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified].”; and

(b) in the following underwriter certificate form:

“To the best of our knowledge, information and belief, this [insert, if applicable, “short form”] prospectus [insert in the case of a short form prospectus distribution - “, together with the documents incorporated by reference,”] constitutes full, true and plain disclosure of all material facts relating to securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified].”;;

(b) by deleting subparagraphs 4 and 5.

9. Section 4.7 of the Regulation is replaced with the following:

“4.7 Amendment to a Supplemented PREP Prospectus

An amendment to a supplemented PREP prospectus shall contain the form of certificates set out in subsection 4.5(2) for a supplemented PREP prospectus with the following changes:

1. If the amendment is not a restatement of the supplemented PREP prospectus, the phrase “as amended by this amendment” inserted after the reference in each certificate form to the prospectus.

2. If the amendment is an amended and restated supplemented PREP prospectus, the reference in each certificate form to the prospectus prefaced by the phrase “this amended and restated”.”.

10. Section 4.10 of the Regulation is amended by replacing, wherever they appear, the words “securities legislation” with “Part 9 of Regulation 41-101 respecting General Prospectus Requirements” and deleting the words “or delivered to the regulator”, “or delivered, as the case may be,” and “or redelivered, as the case may be,”.

11. Section 6.1 of the Regulation is amended by adding the following after paragraph (2):

“(2.1) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions adopted by decision no. 2001-C-0274 dated June 12, 2001, opposite the name of the local jurisdiction.”.

12. Section 6.2 is amended by replacing paragraph (2) with the following:

“(2) The issuance of a receipt for a base PREP prospectus or an amendment to a base PREP prospectus is not evidence that the exemption is being granted unless

(a) the person that sought the exemption sent to the regulator or, in Québec, the securities regulatory authority

(i) the letter or memorandum referred to in subsection 6.1(3), on or before the date of the filing of the preliminary base PREP prospectus, or

(ii) the letter or memorandum referred to in subsection 6.1(3) after the date of the filing of the preliminary base PREP prospectus and received a written acknowledgement from the regulator or, in Québec, the securities regulatory authority that the exemption may be evidenced in the manner set out in subsection (1), and

(b) the regulator or, in Québec, the securities regulatory authority has not before, or concurrently with, the issuance of the receipt sent notice to the person that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).”

13. The Regulation is amended by replacing, in the English text and wherever they appear, the words “security holder” with the word “securityholder”.

14. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 45-101 respecting Rights Offering⁷

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (8) and (14);
2007, c. 15)

1. Section 10.1 of Regulation 45-101 respecting Rights Offering is amended by replacing the French text of the introductory sentence of paragraph 2 with the following:

⁷ Regulation 45-101 respecting Rights Offering, adopted on June 12, 2001 by decision no. 2001-C-0247 and published in the Supplement to the Bulletin of the Commission des valeurs mobilières du Québec, volume 32, no. 25 dated June 22, 2001 was last amended by the regulation approved by Ministerial Order No. 2007-09 dated December 14, 2007 (2007, G.O. 2, 4077). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

“(2) L’émetteur qui se prévaut de la dispense prévue au paragraphe 1 en avise par écrit l’autorité responsable et lui envoie l’attestation d’un de ses dirigeants ou de ses administrateurs, ou, si l’émetteur est une société en commandite, d’un dirigeant ou d’un administrateur de son commandité, ou, si l’émetteur est une fiducie, d’un fiduciaire, d’un dirigeant ou d’un administrateur d’un de ses fiduciaires, indiquant qu’à la connaissance du signataire de l’attestation, après enquête raisonnable:”

2. Form 45-101F of the Regulation is amended:

(1) in the instructions to Item 2, by replacing, wherever they appear in the French text, the words “page frontispice” with “page de titre”;

(2) by replacing Item 3.1 with the following:

“**3.1** If the Issuer is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the rights offering circular, with the bracketed information completed:

“[The issuer] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. Although [the issuer has appointed [name(s) and address(es) of agent(s) for service] as its agent(s) for service of process in [list jurisdictions] it may not be possible for investors to enforce judgements obtained in Canada against [the issuer].”;

(3) by deleting Item 3.2;

(4) by replacing Item 11.2 with the following:

“11.2 Underwriting Conflicts

Comply with the requirements of Regulation 33-105 respecting Underwriting Conflicts approved by Ministerial Order No 2005-14 dated August 2, 2005.

INSTRUCTION:

Disclose any information concerning conflicts of interest, including, without limitation, underwriting conflicts, as required by securities legislation.”;

(5) by replacing Item 13.1 with the following:

“13.1 Ownership of Securities of Issuer

Provide the following information for each person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of voting securities of the issuer as of a specified date not more than 30 days before the date of the rights offering circular:

(a) the name;

(b) for each class or series of voting securities of the issuer, the number or amount of securities owned, controlled or directed, directly or indirectly; and

(c) the percentage of each class or series of voting securities known by the issuer to be owned, controlled or directed, directly or indirectly.”

3. The Regulation is amended by replacing, wherever they appear, the words “person or company” with “person”.

4. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations⁸

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (8) and (34);
2007, c. 15)

1. Section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended:

(1) in paragraph (1):

(a) by adding the following definition after the definition of “material change”:

““material contract” means any contract that an issuer or any of its subsidiaries is a party to, that is material to the issuer;”;

(b) in the definition of “informed person”:

(i) by replacing paragraph (c) of the definition of “informed person” with the following:

“(c) any person who beneficially owns, or controls or directs, directly or indirectly, voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person as underwriter in the course of a distribution; and”;

(ii) by deleting, in the English text and wherever they appear, the words “or company”;

(c) by replacing the definition of “restricted security” with the following:

““restricted security” means an equity security of a reporting issuer, if any of the following apply:

(a) there is another class of securities of the reporting issuer that, to a reasonable person, appears to carry a greater number of votes per security relative to the equity security;

(b) the conditions attached to the class of equity securities, the conditions attached to another class of securities of the reporting issuer, or the reporting issuer’s constituting documents have provisions that nullify or, to a reasonable person, appear to significantly restrict the voting rights of the equity securities; or

(c) the reporting issuer has issued another class of equity securities that, to a reasonable person, appears to entitle the owners of securities of that other class to participate in the earnings or assets of the reporting issuer to a greater extent, on a per security basis, than the owners of the first class of equity securities;”;

(d) by deleting, wherever they appear in the English text of the definitions of “board of directors”, of “inter-dealer bond broker”, of “marketplace”, of “principal obligor”, of “proxy”, of “recognized exchange”, of “restricted voting security”, of “restructuring transaction” and of “solicit”, the words “or company” and the words “or companies”;

(2) by replacing, in paragraph (3), subparagraph (a) of with the following:

“(a) the first person beneficially owns or exercises control or direction over securities of the second person carrying votes which, if exercised, would entitle the first person to elect a majority of the directors of the second person, unless that first person holds the voting securities only to secure an obligation.”.

⁸ Regulation 51-102 respecting Continuous Disclosure Obligations, approved by Ministerial Order No. 2005-03 dated May 19, 2005 (2005, G.O. 2, 1507), was last amended by the regulation approved by Ministerial Order No. 2007-08 dated December 14, 2007 (2007, G.O. 2, 4091). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2007, updated to September 1, 2007.

2. Section 8.4 of the Regulation is amended by replacing, wherever they appear in subparagraph (b) of paragraph (5), the words “after the ending date” with the words “since the beginning”.

3. Section 8.10 of the Regulation is amended by replacing, in subparagraph (ii) of subparagraph (c) of paragraph (3), the words “after the ending date” with the words “since the beginning”.

4. Section 10.1 of the Regulation is amended:

(1) in paragraph (1):

(a) by adding, in the French text of subparagraph (b) and after “« privilégiée »”, the word “, « préférentielle »”;

(b) by replacing, in the French text of subparagraphs (c) and (e), the word “afférents” with the word “rattachés”;

(2) by adding, in the French text of paragraph (5) and after “« privilégiée »”, the word “, « préférentielle »”.

5. Section 12.2 of the Regulation is replaced by the following:

“12.2 Filing of Material Contracts

(1) Unless previously filed, a reporting issuer must file a material contract entered into

(a) within the last financial year; or

(b) before the last financial year if that material contract is still in effect.

(2) Despite subsection (1), a reporting issuer is not required to file a material contract entered into in the ordinary course of business unless the material contract is

(a) a contract to which directors, officers, or promoters are parties other than a contract of employment;

(b) a continuing contract to sell the majority of the reporting issuer’s products or services or to purchase the majority of the reporting issuer’s requirements of goods, services, or raw materials;

(c) a franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name;

(d) a financing or credit agreement with terms that have a direct correlation with anticipated cash distributions;

(e) an external management or external administration agreement; or

(f) a contract on which the reporting issuer’s business is substantially dependent.

(3) A provision in a material contract filed pursuant to subsections (1) or (2) may be omitted or marked to be unreadable if an executive officer of the reporting issuer reasonably believes that disclosure of that provision would be seriously prejudicial to the interests of the reporting issuer or would violate confidentiality provisions.

(4) Subsection (3) does not apply if the provision relates to:

(a) debt covenants and ratios in financing or credit agreements;

(b) events of default or other terms relating to the termination of the material contract; or

(c) other terms necessary for understanding the impact of the material contract on the business of the reporting issuer.

(5) If a provision is omitted or marked to be unreadable under subsection (3), the reporting issuer must include a description of the type of information that has been omitted or marked to be unreadable immediately after the provision in the copy of the material contract filed by the reporting issuer.

(6) Despite subsections (1) and (2), a reporting issuer is not required to file a material contract entered into before January 1, 2002.”

6. Section 13.3 of the Regulation is amended:

(1) by deleting, in paragraph (1), in the English text of the definitions of “exchangeable security issuer” and of “parent issuer”, the words “or company”;

(2) by replacing, in the French text of subparagraph (iii) of subparagraph (h) of paragraph (2), the word “afférents” with the words “rattachés”.

7. Section 13.4 of the Regulation is amended:

(1) in paragraph (1):

(a) by adding the following definition after the definition of “designated credit support securities”:

““subsidiary credit supporter” means a credit supporter that is a subsidiary of the parent credit supporter;”;

(b) by adding the following definition after the definition of “designated credit support securities”:

““parent credit supporter” means a credit supporter of which the reporting issuer is a subsidiary;”;

(c) in the definition of “designated credit support securities”:

(i) by replacing the words “in respect of which a credit supporter has provided” with the words “in respect of which a parent credit supporter has provided”;

(ii) by adding, in paragraph (a), the words “non-convertible” before the words “securities of the credit supporter”;

(d) by deleting, in the definitions of “alternative credit support”, of “credit supporter” and of “summary financial information” of the English text, the words “or company”;

(2) in paragraph (1.1):

(a) by adding, wherever it occurs, the word “parent” before the words “credit supporter”;

(b) by deleting, in subparagraph (b), the words “of consolidating summary financial information”;

(c) by replacing subparagraph (c) with the following:

“(c) all subsidiary entity columns must account for investments in non-credit supporter subsidiaries under the equity method.”;

(3) in paragraph (2):

(a) by replacing the words “Except as provided in subsection (4)” with the words “Except as provided in this section”;

(b) by adding, wherever they occur, the word “parent” before the words “credit supporter”;

(c) by adding, after subparagraph (j), the following:

“(k) no person other than the parent credit supporter has provided a guarantee or alternative credit support for the payments to be made under any issued and outstanding securities of the credit support issuer.

“(2.1) A credit support issuer satisfies the requirements of this Regulation where there is a parent credit supporter and one or more subsidiary credit supporters if

(a) the conditions in paragraphs (2)(a) to (f), (i), and (j) are complied with;

(b) the parent credit supporter controls each subsidiary credit supporter and the parent credit supporter has consolidated the financial statements of each subsidiary credit supporter into the parent credit supporter’s financial statements that are filed or referred to under paragraph (2)(d);

(c) the credit support issuer files, in electronic format, in the notice referred to in clause (2)(d)(ii)(A) or in or with the copy of the interim and annual consolidated financial statements filed under subparagraph (2)(d)(i) or clause (2)(d)(ii)(B), for a period covered by any interim or annual consolidated financial statements of the parent credit supporter filed by the parent credit supporter, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:

(i) the parent credit supporter;

(ii) the credit support issuer;

(iii) each subsidiary credit supporter on a combined basis;

(iv) any other subsidiaries of the parent credit supporter on a combined basis;

(v) consolidating adjustments; and

(vi) the total consolidated amounts;

(d) no person, other than the parent credit supporter or a subsidiary credit supporter has provided a guarantee or alternative credit support for the payments to be made under the issued and outstanding designated credit support securities; and

(e) the guarantees or alternative credit supports are joint and several.

“(2.2) Despite paragraph (2.1)(c), the information set out in a column in accordance with

(a) subparagraph (2.1)(c)(iv), may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c); if each item of the summary financial information set out in a column in

accordance with subparagraph (2.1)(c)(iv) represents less than 3% of the corresponding items on the consolidated financial statements of the parent credit supporter being filed or referred to under paragraph (2)(d),

(b) subparagraph (2.1)(c)(ii) may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c); if the credit support issuer has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the securities described in paragraph (2)(c).”;

(4) by replacing, in paragraph (3), subparagraphs (a) through (e) with the following:

“(a) the conditions in paragraphs (2)(a) to (c) are complied with;

“(b) if the insider is not a credit supporter,

(i) the insider does not receive, in the ordinary course, information as to material facts or material changes concerning a credit supporter before the material facts or material changes are generally disclosed, and

(ii) the insider is not an insider of a credit supporter in any capacity other than by virtue of being an insider of the credit support issuer; and

“(c) if the insider is a credit supporter, the insider does not beneficially own any designated credit support securities;”;

(5) by adding, in paragraph (4), the word “parent” before the words “credit supporter”.

8. Form 51-102F1 of the Regulation is amended, in the French text, in instruction (A) of Item 1.9, by replacing the word “*apparentés*” with the words “*personnes apparentées*”.

9. Form 51-102F2 of the Regulation is amended:

(1) by replacing Item 3.2 with the following:

“3.2 Intercorporate Relationships

Describe, by way of a diagram or otherwise, the intercorporate relationships among your company and its subsidiaries. For each subsidiary state:

(a) the percentage of votes attaching to all voting securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by your company;

(b) the percentage of each class of restricted securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by your company; and

(c) where it was incorporated, continued, formed or organized.”;

(2) by deleting, in Item 5.2, the following: “Risks should be disclosed in the order of their seriousness”;

(3) by adding, after Item 5.2, the following:

INSTRUCTIONS

(i) *Disclose the risks in order of seriousness from the most serious to the least serious.*

(ii) *A risk factor should not be de-emphasized by including excessive caveats or conditions.*

(4) in paragraph (2) of Item 5.3:

(a) by replacing, in the introductory sentence, the words “information on the” with the words “financial disclosure that described the underlying” before the words “pool of financial assets”;

(b) by replacing, in subparagraph (e) of the English text, “(a), (b), (c) or (d)” with “(a) through (d)”;

(5) by adding, after paragraph (2), the following:

“(2.1) If any of the financial disclosure disclosed in accordance with subsection (2) has been audited, disclose the existence and results of the audit.”;

(6) by replacing Item 6 with the following:

“Item 6 Dividends or Distributions

“6.1 Dividends or Distributions

(1) Disclose the amount of cash dividends or distributions declared per security for each class of your company’s securities for each of the three most recently completed financial years.

(2) Describe any restriction that could prevent your company from paying dividends or distributions.

(3) Disclose your company’s current dividend policy and any intended change in dividend policy.”;

(7) in Item 7.3:

(a) by replacing, in the introductory sentence, the words “if you receive” with the words “if you are aware that you have received” before the words “any other kind of ratings”;

(b) by replacing paragraph (g) with the following:

“(g) any announcement made by, or any proposed announcement known to the issuer that is to be made by, an approved rating organization to the effect that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this section.”;

(8) by adding, in paragraph (2) of Item 8.1, the words “but is traded or quoted on a foreign marketplace,” after the words “If a class of securities of your company is not traded or quoted on a Canadian marketplace.”;

(9) by replacing Item 8.2 with the following:

8.2 Prior Sales

For each class of securities of your company that is outstanding but not listed or quoted on a marketplace, state the price at which securities of the class have been issued during the most recently completed financial year by your company, the number of securities of the class issued at that price, and the date on which the securities were issued.

(10) by replacing Item 9 with the following:

“Item 9 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

“9.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

(1) State, in substantially the following tabular form, the number of securities of each class of your company held, to your company’s knowledge, in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class for your company’s most recently completed financial year.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
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(2) In a note to the table disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow or the date the contractual restriction on transfer ends, as applicable.

INSTRUCTIONS

(i) *For the purposes of this item, escrow includes securities subject to a pooling agreement.”;*

(ii) *For the purposes of this item, securities subject to contractual restrictions on transfer as a result of pledges made to lenders are not required to be disclosed.”;*

(11) by replacing the French text of the title of Item 10 with the following:

“Rubrique 10 Administrateurs et dirigeants”;

(12) in Item 10.1:

(a) by replacing paragraph (3) with the following:

“(3) State the number and percentage of securities of each class of voting securities of your company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by all directors and executive officers of your company as a group.”;

(b) by deleting, in the English text of paragraph (5), the words “or company”;

(c) by replacing the instruction with the following:

“INSTRUCTIONS

For the purposes of subsection (3), securities of subsidiaries of your company that are beneficially owned, or controlled or directed, directly or indirectly, by directors or executive officers through ownership, or control or direction, directly or indirectly, over securities of your company, do not need to be included.”;

(13) by replacing, in the English text of Item 10.3, the words «or officer of your company or a subsidiary of your company» with the words «or officer of your company or of a subsidiary of your company»;

(14) in Item 11.1:

(a) by replacing the word “three” with the word “two”;

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

“(b) the number and percentage of each class of voting securities and equity securities of your company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly.”;

(c) by deleting, in subparagraph (ii) of subparagraph (d) of the French text, the words “ou la société”;

(d) by deleting, wherever they appear in the English text, the words “or company”;

(15) by replacing Item 12.1 with the following:

“12.1 Legal Proceedings

(1) Describe any legal proceedings your company is or was a party to, or that any of its property is or was the subject of, during your company’s financial year.

(2) Describe any such legal proceedings your company knows to be contemplated.

(3) For each proceeding described in subsections (1) and (2), include the name of the court or agency, the date instituted, the principal parties to the proceeding, the nature of the claim, the amount claimed, if any, whether the proceeding is being contested, and the present status of the proceeding.

INSTRUCTIONS

You do not need to give information with respect to any proceeding that involves a claim for damages if the amount involved, exclusive of interest and costs, does not exceed ten per cent of the current assets of your company. However, if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, you must include the amount involved in the other proceedings in computing the percentage.”;

(16) by replacing, in paragraph (c) of Item 12.2, the word “with” with the word “before”, before “a court”;

(17) in Item 13.1:

(a) by replacing, in the introductory sentence, the word “will” with the words “is reasonably expected to”, before the words “materially affect your company.”;

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

“(b) a person that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of your outstanding voting securities; and”;

(c) by deleting, wherever they appear in the English text, the words “or company” and “or companies”;

(18) by replacing Item 15.1 with the following:

“15.1 Material Contracts

Give particulars of any material contract

(a) required to be filed under section 12.2 of the Regulation at the time this AIF is filed, as required under section 12.3 of the Regulation, or

(b) would be required to be filed under section 12.2 of the Regulation at the time this AIF is filed, as required under section 12.3 of the Regulation, but for the fact that it was previously filed.

INSTRUCTIONS

(i) You must give particulars of any material contract that was entered into within the last financial year or before the last financial year but is still in effect, and that is required to be filed under section 12.2 of the Regulation or would be required to be filed under section 12.2 of the Regulation but for the fact that it was previously filed. You do not need to give particulars of a material contract that was entered into before January 1, 2002 because these material contracts are not required to be filed under section 12.2 of the Regulation.

(ii) Set out a complete list of all contracts for which particulars must be given under this item, indicating those that are disclosed elsewhere in the AIF. Particulars need only be provided for those contracts that do not have the particulars given elsewhere in the AIF.

(iii) Particulars of contracts must include the dates of, parties to, consideration provided for in, and general nature and key terms of, the contracts.”;

(19) in Item 16.1, by replacing the words “statement, report or valuation” with the words “report, valuation, statement or opinion”, wherever they appear;

(20) in Item 16.2:

(a) in paragraph (1):

(i) by replacing, in the French text of the introductory sentence, the words “droits de propriété véritable directe ou indirecte” with the words “droits de la nature de ceux du propriétaire, directs ou indirects.”;

(ii) by replacing, in subparagraph (a) of paragraph (1), the words “statement, report or valuation” with the words “report, valuation, statement or opinion”;

(b) by replacing, wherever they appear in paragraph (1.1), the words “statement, report or valuation” with the words “report, valuation, statement or opinion”;

(c) by replacing, in paragraph (3) of the French text, the words “société visée au paragraphe 1” with the words “personne visée au paragraphe 1”;

(d) by replacing, in paragraph (i) of the instruction, the words “*statement, report or valuation*” with the words “*report, valuation, statement or opinion*”;

(e) by replacing, in the French text of paragraph (iii) of the instruction, the words “droits de propriété véritable directe ou indirecte” with the words “droits de la nature de ceux du propriétaire, directs ou indirects.”;

(f) by deleting, wherever they appear in the English text, the words “or company” and “or company’s”;

(21) by replacing, in the French text of paragraph (2) of Item 17.1, the words “membres de la haute direction” with “dirigeants”.

10. Form 51-102F5 of the Regulation is amended:

(1) by replacing Item 6.5 with the following:

“**6.5** If, to the knowledge of the company’s directors or executive officers, any person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10 per cent or more of the voting rights attached to any class of voting securities of the company, name each person and state

(a) the approximate number of securities beneficially owned, or controlled or directed, directly or indirectly, by each such person; and

(b) the percentage of the class of outstanding voting securities of the company represented by the number of voting securities so owned, controlled or directed, directly or indirectly.”;

(2) by replacing paragraphs (f) and (g) of Item 7.1 with the following:

“(f) State the number of securities of each class of voting securities of the company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by each proposed director.

“(g) If securities carrying 10 per cent or more of the voting rights attached to all voting securities of the company or of any of its subsidiaries are beneficially owned, or controlled or directed, directly or indirectly, by any proposed director and the proposed director’s associates or affiliates,

(i) state the number of securities of each class of voting securities beneficially owned, or controlled or directed, directly or indirectly, by the associates or affiliates; and

(ii) name each associate or affiliate whose security holdings are 10 per cent or more.”;

(3) in Item 11:

(a) by replacing, in the French text of instruction (iv), the words “rabais important accordé” with “décote importante accordée”;

(b) by deleting, in the English text of the instructions, the words “or company” and “or companies”.

11. The Regulation is amended by deleting, wherever they appear, the words “or company” and “or companies”.

12. The Regulation is amended by replacing, wherever they appear in the French text, the words “page frontispice” with the words “page de titre”.

13. The Regulation is amended by replacing, wherever they appear in the French text, the words “entente de règlement” with the words “règlement amiable”, with the necessary changes.

14. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 58-101 respecting Disclosure of Corporate Governance Practices⁹

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (8) and (34);
2007, c. 15)

1. Section 1.2 of Regulation 58-101 respecting Disclosure of Corporate Governance Practices is amended by:

(1) replacing, in paragraph (1), the words “In a jurisdiction other than British Columbia, a director” with “For the purposes of this Regulation, a director”;

(2) deleting paragraph (2).

2. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 81-101 Mutual Fund Prospectus Disclosure¹⁰

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (5), (8), (14),
(19) and (34); 2007, c. 15)

1. The English text of the heading of Regulation 81-101 Mutual Fund Prospectus Disclosure is replaced with the following:

“Regulation 81-101 respecting Mutual Fund Prospectus Disclosure”.

2. Section 1.1 of the Regulation is amended:

(1) by adding the following definition after “Part B section”:

““Personal Information Form and Authorization” means the Personal Information Form and Authorization of Indirect Collection, Use and Disclosure of Personal Information set out in Appendix A to Regulation 41-101 respecting General Prospectus Requirements;”;

(2) by adding the following definition before “commodity pool”:

““business day” means any day other than a Saturday, a Sunday or a statutory holiday;”;

(3) by adding the following definition after “educational material”:

““executive officer” means, for a mutual fund, a manager of a mutual fund or a promoter of a mutual fund, an individual who is

(a) a chair, vice-chair or president,

(b) a vice-president in charge of a principal business unit, division or function including sales, finance or product development, or

(c) performing a policy-making function;” and;”.

3. Section 2.1 of the Regulation is amended by adding, after paragraph (d), the following:

“(e) must not file a prospectus more than 90 days after the date of the receipt for the preliminary prospectus that relates to the prospectus.”.

4. Section 2.2 of the Regulation is amended:

(1) by replacing paragraph (1) of the French text with the following:

“1) La modification apportée à un prospectus simplifié ou à une notice annuelle prend la forme suivante:

a) soit une simple modification, sans reprise intégrale du texte du prospectus simplifié ou de la notice annuelle;

b) soit une version modifiée du prospectus simplifié ou de la notice annuelle.”;

(2) by replacing, in the French text of paragraph (2), the words “prendra obligatoirement la forme d’une section Partie B modifiée et mise à jour” with the words “doit prendre la forme d’une version modifiée de la section Partie B”;

⁹ Regulation 58-101 respecting Disclosure of Corporate Governance Practices, approved by Ministerial Order No. 2005-11 dated June 7, 2005 (2005, *G.O.* 2, 2015), was amended solely by the regulation to amend that Regulation approved by Ministerial Order No. 2007-09 dated December 14, 2007 (2007, *G.O.* 2, 4077).

¹⁰ Regulation 81-101 Mutual Fund Prospectus Disclosure, adopted by decision no. 2001-C-0283 dated June 12, 2001 was last amended by the regulation amending that regulation and approved by Ministerial Order No. 2006-03 dated October 31, 2006 (2006, *G.O.* 2, 3586). For previous amendments, refer to the *Tableau des modifications et Index sommaire, Éditeur officiel du Québec*, 2007, updated to September 1, 2007.

(3) by replacing paragraph (3) of the French text with the following:

“3) La modification d’un prospectus simplifié ou d’une notice annuelle est désignée et datée comme suit:

1. dans le cas d’une simple modification, sans reprise du texte du prospectus simplifié ou de la notice annuelle:

«Modification n° [indiquer le numéro de la modification] datée du [indiquer la date de la modification] apportée [au/à la] [indiquer le document] daté[e] du [indiquer la date du document faisant l’objet de la modification]. »;

2. dans le cas d’une version modifiée du prospectus ou de la notice annuelle autre qu’une modification visée au paragraphe 2:

«Version modifiée datée du [indiquer la date de la modification] [du/de la] [indiquer le document] daté[e] du [insérer la date du document faisant l’objet de la modification]. »;

5. The Regulation is amended by adding, after section 2.2, the following:

“2.2.1. Amendment to a Preliminary Simplified Prospectus

(1) Except in Ontario, if, after a receipt for a preliminary simplified prospectus is issued but before a receipt for the simplified prospectus is issued, a material adverse change occurs, an amendment to the preliminary simplified prospectus must be filed as soon as practicable, but in any event within 10 days after the change occurs.

(2) The regulator or, in Québec, the securities regulatory authority must issue a receipt for an amendment to a preliminary simplified prospectus as soon as practicable after the amendment is filed.

“2.2.2. Delivery of Amendments

Except in Ontario, a mutual fund must deliver an amendment to a preliminary simplified prospectus as soon as practicable to each recipient of the preliminary simplified prospectus according to the record of recipients required to be maintained under securities legislation.

“2.2.3. Amendment to a Simplified Prospectus

(1) Except in Ontario, if, after a receipt for a simplified prospectus is issued but before the completion of the distribution under the simplified prospectus, a material

change occurs, a mutual fund must file an amendment to the simplified prospectus as soon as practicable, but in any event within 10 days after the day the change occurs.

(2) Except in Ontario, if, after a receipt for a simplified prospectus or an amendment to a simplified prospectus is issued but before the completion of the distribution under the simplified prospectus or the amendment to the simplified prospectus, securities in addition to the securities previously disclosed in the simplified prospectus or the amendment to the simplified prospectus are to be distributed, an amendment to the simplified prospectus disclosing the additional securities must be filed, as soon as practicable, but in any event within 10 days after the decision to increase the number of securities offered.

(3) Except in Ontario, the regulator or, in Québec, the securities regulatory authority must issue a receipt for an amendment to a simplified prospectus filed under this section unless the regulator or, in Québec, the securities regulatory authority considers that there are grounds set out in securities legislation that would cause the regulator or, in Québec, the securities regulatory authority not to issue the receipt for a simplified prospectus.

(4) Except in Ontario, the regulator or, in Québec, the securities regulatory authority must not refuse to issue a receipt under subsection (3) without giving the mutual fund that filed the simplified prospectus an opportunity to be heard.”

6. Section 2.3 of the Regulation is amended:

(1) in paragraph (1):

(a) by replacing subparagraph (a) with the following:

“(a) file with a preliminary simplified prospectus and a preliminary annual information form

(i) a copy of the preliminary annual information form certified in accordance with Part 5.1,

(ii) a submission to the jurisdiction and appointment of an agent for service of process of the manager of the mutual fund in the form set out in Appendix C to Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. (*indicate the number and date of the ministerial order approving the regulation*), if the manager of the mutual fund is incorporated, continued or organized under the laws of a foreign jurisdiction or resides outside of Canada,

(iii) a copy of any material contract and a copy of any amendment to a material contract that have not previously been filed, other than a contract entered into in the ordinary course of business,

(iv) a copy of the following documents and a copy of any amendment to the following documents that have not previously been filed:

(A) by-laws or other corresponding instruments currently in effect,

(B) any securityholder or voting trust agreement that the mutual fund has access to and that can reasonably be regarded as material to an investor in securities of the mutual fund,

(C) any other contract of the mutual fund that creates or can reasonably be regarded as materially affecting the rights or obligations of the mutual fund's securityholders generally;

(v) any other supporting documents required to be filed under securities legislation; and”;

(b) by replacing subparagraphs (b)(i) to (iii) with the following:

“(i) for

(A) a new mutual fund, a copy of a draft opening balance sheet of the mutual fund, and

(B) an existing mutual fund, a copy of the latest audited financial statements of the mutual fund,

“(ii) personal information in the form of the Personal Information Form and Authorization for:

(A) each director and executive officer of the mutual fund,

(B) each director and executive officer of the manager of the mutual fund,

(C) each promoter of the mutual fund, and

(D) if the promoter is not an individual, each director and executive officer of the promoter,

unless

(E) a completed Personal Information Form and Authorization,

(F) before March 17, 2008, a completed authorization in

(I) the form set out in Appendix B of Regulation 44-101 respecting Short Form Prospectus Distributions approved by Ministerial Order no. 200524 dated November 30, 2005,

(II) the form set out in *Form 41-501F2 of Rule 41-501 General Prospectus Requirements and Forms* ((2000), 23 BCVMO (Supp.) 765) of Ontario Securities Commission, or

(III) the form set out in Appendix A of Regulation Q-28 respecting General Prospectus Requirements adopted by decision no. 2001C0390 dated August 14, 2001, or

(G) before March 17, 2008, a completed personal information form or authorization in a form substantially similar to a personal information form or authorization in clause (E) or (F), as permitted under securities legislation,

was previously delivered in connection with the simplified prospectus of another mutual fund managed by the manager of the mutual fund,

“(iii) a signed letter to the regulator or, in Québec, the securities regulatory authority from the auditor of the mutual fund prepared in accordance with the form suggested for this circumstance by the Handbook, if a financial statement of the mutual fund incorporated by reference in the preliminary simplified prospectus is accompanied by an unsigned auditor's report, and

“(iv) any other supporting documents required to be delivered or sent to the securities regulatory authority under in securities legislation.”;

(2) in paragraph (2):

(a) by replacing subparagraph (a)(ii) with the following:

“(ii) a submission to the jurisdiction and appointment of an agent for service of process of the manager of the mutual fund in the form set out in Appendix C to Regulation 41-101 respecting General Prospectus Requirements, if the manager of the mutual fund is incorporated, continued or organized under the laws of a foreign jurisdiction or resides outside of Canada and if that document has not already been filed, and

“(iii) any other supporting documents required to be filed under securities legislation, and”;

(b) by replacing subparagraph (b)(iv) with the following:

“(iv) personal information in the form of the Personal Information Form and Authorization for:

(A) each director and executive officer of the mutual fund,

(B) each director and executive officer of the manager of the mutual fund,

(C) each promoter of the mutual fund, and

(D) if the promoter is not an individual, each director and executive officer of the promoter,

unless

(E) a completed Personal Information Form and Authorization,

(F) before March 17, 2008, a completed authorization in

(I) the form set out in Appendix B of Regulation 44-101 respecting Short Form Prospectus Distributions,

(II) the form set out in *Form 41-501F2 of Rule 41-501 General Prospectus Requirements and Forms* of Ontario Securities Commission, or

(III) the form set out in Appendix A of Regulation Q-28 respecting General Prospectus Requirements, or

(G) before March 17, 2008, a completed personal information form or authorization in a form substantially similar to a personal information form or authorization in clause (E) or (F), as permitted under securities legislation,

was previously delivered in connection with a simplified prospectus of the mutual fund or another mutual fund managed by the manager of the mutual fund, and

“(v) any other supporting documents required to be delivered or sent to the securities regulatory authority under securities legislation.”;

(3) in paragraph (3):

(a) by replacing subparagraph (a)(iii) with the following:

“(iii) a copy of the annual information form certified in accordance with Part 5.1,

“(iv) a submission to the jurisdiction and appointment of an agent for service of process of the manager of the mutual fund in the form set out in Appendix C to Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order no. (*indicate the number and the date of the Ministerial Order approving the regulation*), if the manager of the mutual fund is incorporated, continued or organized under the laws of a foreign jurisdiction or resides outside of Canada and if that document has not already been filed,

“(v) any consents required by section 2.6,

“(vi) a copy of each report or valuation referred to in the simplified prospectus, for which a consent is required to be filed under section 2.6 and that has not previously been filed, and

“(vii) any other supporting documents required to be filed under securities legislation; and”;

(b) by replacing subparagraph (b)(iii) with the following:

“(iii) details of any changes to the personal information required to be delivered under subparagraph 2.3(1)(b)(ii) or 2.3(2)(b)(iv), in the form of the Personal Information Form and Authorization, since the delivery of that information in connection with the filing of the simplified prospectus of the mutual fund or another mutual fund managed by the manager, and

“(iv) any other supporting documents required to be delivered or sent to the securities regulatory authority under in securities legislation.”;

(4) in paragraph (4):

(a) by replacing subparagraphs (a)(i) and (ii) with the following:

“(i) a copy of the amendment to the annual information form certified in accordance with Part 5.1,

“(ii) any consents required by section 2.6,

“(iii) a copy of any material contract of the mutual fund, and a copy of any amendment to a material contract of the mutual fund, not previously filed, and

“(iv) any other supporting documents required to be filed under securities legislation;”;

(b) in subparagraph (b):

(i) by replacing, in the French text of subparagraph (i), the words “sous forme de prospectus simplifié modifié et révisé” with the words “une version modifiée du prospectus simplifié”;

(ii) by replacing, in the French text of subparagraph (ii), the words “sous forme de notice annuelle modifiée et révisée” with the words “une version modifiée de la notice annuelle”;

(iii) by replacing subparagraph (iii) with the following:

“(iii) details of any changes to the personal information required to be delivered under subparagraph 2.3(1)(b)(ii), 2.3(2)(b)(iv) or 2.3(3)(b)(iii), in the form of the Personal Information Form and Authorization, since the delivery of that information in connection with the filing of the simplified prospectus of the mutual fund or another mutual fund managed by the manager, and

“(iv) any other supporting documents required to be delivered or sent to the securities regulatory authority under securities legislation.”;

(5) in paragraph (5):

(a) by replacing subparagraphs (a)(i) and (ii) with the following:

“(i) a copy of the amendment to the annual information form certified in accordance with Part 5.1,

“(ii) any consents required by section 2.6,

“(iii) a copy of any material contract of the mutual fund, and a copy of any amendment to a material contract of the mutual fund, not previously filed, and

“(iv) any other supporting documents required to be filed under securities legislation; and”;

(b) by replacing subparagraph (b) with the following:

“(b) at the time an amendment to an annual information form is filed, deliver or send to the securities regulatory authority

(i) details of any changes to the personal information required to be delivered under subparagraph 2.3(1)(b)(ii), 2.3(2)(b)(iv) or 2.3(3)(b)(iii), in the form of the Personal Information Form and Authorization, since the delivery of that information in connection with the filing of the simplified prospectus of the mutual fund or another mutual fund managed by the manager,

(ii) if the amendment is in the form of an amended and restated annual information form, a copy of the amended and restated annual information form blacklined to show changes and the text of deletions from the annual information form; and

(iii) any other supporting documents required to be delivered or sent to the securities regulatory authority under securities legislation.”;

(6) by replacing paragraph (6) with the following:

“(6) Despite any other provision of this section, a mutual fund may

(a) omit or mark to be unreadable certain provisions of a material contract or an amendment to a material contract filed under this section

(i) if the manager of the mutual fund reasonably believes that disclosure of those provisions would be seriously prejudicial to the interests of the mutual fund or would violate confidentiality provisions, and

(ii) if a provision is omitted or marked to be unreadable under subparagraph (i), the mutual fund must include a description of the type of information that has been omitted or marked to be unreadable immediately after the provision that is omitted or marked to be unreadable in the copy of the material contract or amendment to the material contract filed by the mutual fund; and

(b) delete commercial or financial information from the copy of an agreement of the mutual fund, its manager or trustee with a portfolio adviser or portfolio advisers of the mutual fund filed under this section if the disclosure of that information could reasonably be expected to

(i) prejudice significantly the competitive position of a party to the agreement, or

(ii) interfere significantly with negotiations in which parties to the agreement are involved.”

7. The Regulation is amended by inserting the following after Section 2.4:

“2.5. Lapse date

(1) This section does not apply in Ontario.

(2) In this section,

“Lapse date” means, with reference to the distribution of a security that has been qualified under a simplified prospectus, the date that is 12 months after the date of the most recent simplified prospectus relating to the security.

(3) A mutual fund must not continue the distribution of a security to which the prospectus requirement applies after the lapse date unless the mutual fund files a new simplified prospectus that complies with securities legislation and a receipt for that new simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority.

(4) Despite subsection (3), a distribution may be continued for a further 12 months after a lapse date if,

(a) the mutual fund delivers a pro forma simplified prospectus not less than 30 days before the lapse date of the previous simplified prospectus;

(b) the mutual fund files a new final simplified prospectus not later than 10 days after the lapse date of the previous simplified prospectus; and

(c) a receipt for the new final simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority within 20 days after the lapse date of the previous simplified prospectus.

(5) The continued distribution of securities after the lapse date does not contravene subsection (3) unless and until any of the conditions of subsection (4) are not complied with.

(6) Subject to any extension granted under subsection (7), if a condition in subsection (4) is not complied with, a purchaser may cancel a purchase made in a distribution after the lapse date in reliance on subsection (4) within 90 days after the purchaser first became aware of the failure to comply with the condition.

(7) The regulator or, in Québec, the securities regulatory authority may, on an application of a mutual fund, extend, subject to such terms and conditions as it may impose, the times provided by subsection (4) where in its opinion it would not be prejudicial to the public interest to do so.

“2.6. Consents of Experts

(1) A mutual fund must file the written consent of:

(a) any solicitor, auditor, accountant, engineer or appraiser;

(b) any notary in Québec; and

(c) any person whose profession or business gives authority to a statement made by that person

if that person is named in a simplified prospectus or an amendment to a simplified prospectus, directly or, if applicable, in a document incorporated by reference,

(d) as having prepared or certified any part of the simplified prospectus or the amendment;

(e) as having opined on financial statements from which selected information included in the simplified prospectus has been derived and which audit opinion is referred to in the simplified prospectus directly or in a document incorporated by reference; or

(f) as having prepared or certified a report, valuation, statement or opinion referred to in the simplified prospectus or the amendment, directly or in a document incorporated by reference.

(2) The consent referred to in subsection (1) must

(a) be filed no later than the time the simplified prospectus or the amendment to the simplified prospectus is filed or, for the purposes of future financial statements that have been incorporated by reference in a simplified prospectus, no later than the date that those financial statements are filed;

(b) state that the person being named consents

(i) to being named, and

(ii) to the use of that person’s report, valuation, statement or opinion;

(c) refer to the report, valuation, statement or opinion stating the date of the report, valuation, statement or opinion; and

(d) contain a statement that the person being named

(i) has read the simplified prospectus, and

(ii) has no reason to believe that there are any misrepresentations in the information contained in it that are

(A) derived from the report, valuation, statement or opinion, or

(B) within the knowledge of the person as a result of the services performed by the person in connection with the report, financial statements, valuation, statement or opinion.

(3) In addition to any other requirement of this section, the consent of an auditor or accountant must also state

(a) the dates of the financial statements on which the report of the auditor or accountant is made; and

(b) that the auditor or accountant has no reason to believe that there are any misrepresentations in the information contained in the simplified prospectus that are

(i) derived from the financial statements on which the auditor or accountant has reported, or

(ii) within the knowledge of the auditor or accountant as a result of the audit of the financial statements.

(4) Subsection (1) does not apply to an approved rating organization that issues a rating to the securities being distributed under the simplified prospectus.

“2.7. Language of Documents

(1) A mutual fund must file a simplified prospectus and any other document required to be filed under this Regulation in French or in English.

(2) In Québec, a simplified prospectus and any document required to be incorporated by reference into a simplified prospectus must be in French or in French and English.

(3) Despite subsection (1), if a mutual fund files a document only in French or only in English but delivers to a securityholder or prospective securityholder a version of the document in the other language, the mutual fund must file that other version not later than when it is first delivered to the securityholder or prospective securityholder.

“2.8. Statement of Rights

Except in Ontario, a simplified prospectus must contain a statement of the rights given to a purchaser under securities legislation in case of a failure to deliver the simplified prospectus or in case of a misrepresentation in the simplified prospectus.”

8. The Regulation is amended by inserting the following after Section 3.1:

“3.1.1. Audit of Financial Statements

Any financial statements, other than interim financial statements, incorporated by reference in a simplified prospectus must meet the audit requirements in Part 2 of Regulation 81-106 respecting Investment Fund Continuous Disclosure approved by Ministerial Order no. 2005-05 dated May 19, 2005.

“3.1.2. Review of Unaudited Financial Statements

Any unaudited financial statements incorporated by reference in a simplified prospectus at the date of filing of the simplified prospectus must have been reviewed in accordance with the relevant standards set out in the Handbook for a review of financial statements by the mutual fund’s auditor or a review of financial statements by a public accountant.

“3.1.3. Approval of Financial Statements and Related Documents

A mutual fund must not file a simplified prospectus unless each financial statement and each management report of fund performance incorporated by reference in the simplified prospectus has been approved in accordance with the requirements in Part 2 and Part 4 of Regulation 81-106 respecting Investment Fund Continuous Disclosure.”

9. Section 3.2 of the Regulation is amended:

(1) by deleting, wherever they appear in the English text, the words “or company”;

(2) by adding, at the end, the following:

“(3) Except in Ontario, any dealer distributing a security during the waiting period must:

(a) send a copy of the preliminary simplified prospectus to each prospective purchaser who indicates an interest in purchasing the security and requests a copy of such preliminary simplified prospectus; and

(b) maintain a record of the names and addresses of all persons to whom the preliminary simplified prospectus has been forwarded.”

10. The Regulation is amended by inserting the following after Part 5:

“Part 5.1 Certificates

“5.1.1. Interpretation

For the purposes of this Part,

“manager certificate form” means a certificate in the form set out in Item 20 of Form 81-101F2 and attached to the annual information form;

“mutual fund certificate form” means a certificate in the form set out in Item 19 of Form 81-101F2 and attached to the annual information form;

“principal distributor certificate form” means a certificate in the form set out in Item 22 of Form 81-101F2 and attached to the annual information form; and

“promoter certificate form” means a certificate in the form set out in Item 21 of Form 81-101F2 and attached to the annual information form.

“5.1.2. Date of Certificates

The date of the certificates required by this Regulation must be within 3 business days before the filing of the preliminary simplified prospectus, the simplified prospectus, the amendment to the simplified prospectus or the amendment to the annual information form, as applicable.

“5.1.3. Certificate of the Mutual Fund

(1) Except in Ontario, a simplified prospectus of a mutual fund must be certified by the mutual fund.

(2) A mutual fund must certify its simplified prospectus in the form of the mutual fund certificate form.

“5.1.4. Certificate of Principal Distributor

A simplified prospectus of a mutual fund must be certified by each principal distributor in the form of the principal distributor certificate form.

“5.1.5. Certificate of the Manager

A simplified prospectus of a mutual fund must be certified by the manager of the mutual fund in the form of the manager certificate form.

“5.1.6. Certificate of Promoter

(1) Except in Ontario, a simplified prospectus of a mutual fund must be certified by each promoter of the mutual fund.

(2) A prospectus certificate required under this Instrument or other securities legislation to be signed by a promoter must be in the form of the promoter certificate form.

(3) Except in Ontario, the regulator or, in Québec, the securities regulatory authority may require any person who was a promoter of the mutual fund within the two preceding years to sign a certificate, in the promoter certificate form.

(4) Despite subsection (3), in British Columbia, the powers of the regulator with respect to the matters described in subsection (3) are set out in the *Securities Act* (British Columbia).

(5) Except in Ontario, with the consent of the regulator or, in Québec, the securities regulatory authority, a certificate of a promoter for a simplified prospectus may be signed by an agent duly authorized in writing by the person required to sign the certificate.

“5.1.7. Certificates of Corporate Mutual Funds

(1) Except in Ontario, if the mutual fund is a company, the certificate of the mutual fund required under section 5.1.3 must be signed

(a) by the chief executive officer and the chief financial officer of the mutual fund; and;

(b) on behalf of the board of directors of the mutual fund, by

(i) any two directors of the mutual fund, other than the persons referred to in paragraph (a) above, or

(ii) if the mutual fund has only three directors, two of whom are the persons referred to in paragraph (a) above, all the directors of the mutual fund.

(2) Except in Ontario, if the regulator or, in Québec, the securities regulatory authority is satisfied that either or both of the chief executive officer or chief financial officer cannot sign a certificate in a simplified prospectus, the regulator or, in Québec, the securities regulatory authority may accept a certificate signed by another officer.”.

11. The heading of Part 7 of the Regulation is replaced by the following:

“Part 7 Effective Date”.

12. Sections 7.2 and 7.3 of the Regulation are repealed.

13. Form 81-101F1 of the Regulation is amended:

(1) in Part A:

(a) by adding, at the end of Item 6, the following:

“(5) Under the sub-heading “Short-term Trading”

(a) describe the adverse effects, if any, that short-term trades in securities of the mutual fund by an investor may have on other investors in the mutual fund;

(b) describe the restrictions, if any, that may be imposed by the mutual fund to deter short-term trades, including the circumstances, if any, under which such restrictions may not apply;

(c) where the mutual fund does not impose restrictions on short-term trades, state the specific basis for the view of the manager that it is appropriate for the mutual fund not to do so; and

(d) if applicable, state that the annual information form includes a description of all arrangements, whether formal or informal, with any person, to permit short-term trades of securities of the mutual fund.

INSTRUCTION

In the disclosure required by subsection (5) above, include a brief description of the short-term trading activities in the mutual fund that are considered by the manager to be inappropriate or excessive. Where the manager imposes a short-term trading fee, include a cross-reference to the disclosure provided under Item 8 of Part A of this Form.”;

(b) by inserting the following line item in the table of Item 8, after “Redemption fees”:

Short-term Trading Fee	<i>[specify percentage, as a percentage of.....]</i>
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(2) in Part B:

(a) by replacing paragraph (2) of Item 1 of the French text with the following:

“2) Si la section Partie B est une version modifiée, ajouter à la mention de bas de page prévue au paragraphe 1 une mention précisant qu’il s’agit d’une version modifiée du document et indiquant la date de cette version modifiée.”;

(b) in Item 6:

(i) by replacing paragraph (4) of the French text with the following:

“4) Si l’OPC est censé détenir une garantie ou une assurance afin de protéger tout ou partie du capital d’un placement dans l’OPC, indiquer ce fait comme objectif de placement fondamental de l’OPC et faire ce qui suit:

a) donner l’identité de la personne qui fournit la garantie ou l’assurance;

b) préciser les conditions importantes de la garantie ou de l’assurance, y compris son échéance;

c) le cas échéant, indiquer si la garantie ou l’assurance ne s’applique pas au montant des rachats effectués avant l’échéance de la garantie ou avant le décès du porteur et si ces rachats seraient calculés en fonction de la valeur liquidative de l’OPC à ce moment;

d) modifier toute autre information requise par la présente rubrique de manière appropriée.”;

(ii) by deleting, in the English text of subparagraph (a) of paragraph (4), the words “or company”;

(c) by replacing, in the French text of instruction 4 under Item 9, the words “*affichés aux fins de négociation*” with the words “*inscrits à la cote d’une bourse*”.

14. Form 81-101F2 of the Regulation is amended:

(1) in Item 8:

(a) by replacing the heading of Item 8 of the French text with the following:

“Rubrique 8:**“Souscriptions et substitutions”;**

(b) by deleting, in the French text of paragraph (4), the words “pour chacun”;

(c) by replacing paragraph (5) of the French text with the following:

“5) Indiquer qu’un courtier a la possibilité de prévoir, dans le cadre de son entente avec un épargnant, qu’il demandera à celui-ci de l’indemniser de toute perte qu’il subit en raison du règlement d’un achat de titres de l’OPC qui n’est pas effectué par la faute de l’épargnant.”;

(2) in Item 11.1:

(a) by replacing Item 11.1 of the French text with the following:

“11.1. Principaux porteurs de titres

1) L'information exigée en application de la présente rubrique doit être fournie à une date fixe qui se situe dans les 30 jours de la date de la notice annuelle.

2) Préciser le nombre et le pourcentage de titres de chaque catégorie ou série de titres comportant droit de vote de l'OPC et du gestionnaire de l'OPC dont est porteur inscrit ou propriétaire véritable chaque personne qui est porteur inscrit ou propriétaire véritable, ou que l'OPC ou le gestionnaire sait être propriétaire véritable, directement ou indirectement, de plus de 10 % des titres comportant droit de vote de toute catégorie ou série, et indiquer si les titres sont détenus soit à la fois par un porteur inscrit et un propriétaire, soit par un porteur inscrit ou par un propriétaire véritable uniquement.

3) Pour toute entité qui est nommée en application du paragraphe 2, indiquer le nom de toute personne dont cette entité est une « entité contrôlée ».

4) Si une personne nommée en application du paragraphe 2 est porteur inscrit ou propriétaire véritable, directement ou indirectement, de plus de 10 % de toute catégorie de titres comportant droit de vote de toute catégorie du placeur principal de l'OPC, préciser le nombre et le pourcentage de titres de la catégorie ainsi détenus.

5) Indiquer le pourcentage de titres de chaque catégorie ou série de titres comportant droit de vote ou de titres de participation qui sont la propriété véritable, directement ou indirectement, de l'ensemble des administrateurs, des fiduciaires et des dirigeants:

a) de l'OPC et détenus:

i) soit dans l'OPC si le pourcentage total de propriété dépasse 10 %;

ii) soit dans le gestionnaire;

iii) ou dans toute personne qui fournit des services à l'OPC ou au gestionnaire;

b) du gestionnaire et détenus:

i) soit dans l'OPC si le pourcentage total de propriété dépasse 10 %;

ii) soit dans le gestionnaire;

iii) ou dans toute personne qui fournit des services à l'OPC ou au gestionnaire.

6) Indiquer le pourcentage de titres de chaque catégorie ou série de titres comportant droit de vote ou de titres de participation qui sont la propriété véritable, directement ou indirectement, de l'ensemble des membres du comité d'examen indépendant de l'OPC et sont détenus:

a) soit dans l'OPC si le pourcentage total de propriété dépasse 10 %;

b) soit dans le gestionnaire;

c) ou dans toute personne qui fournit des services à l'OPC ou au gestionnaire.”;

(b) by deleting, in the English text, the words “or company”;

(c) by deleting, in the English text of paragraph (5), the word “senior”;

(3) in Item 11.2:

(a) by deleting, in the English text of paragraph (3), the word “senior”;

(b) by replacing the instructions with the following:

“INSTRUCTIONS:

(1) A person is an “affiliated entity” of another person if one is a subsidiary entity of the other or if both are subsidiary entities of the same person or if each of them is a controlled entity of the same person.

(2) A person is a “controlled entity” of a person if

(a) in the case of a person

(i) voting securities of the first-mentioned person carrying more than 50 percent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person, and

(ii) the votes carried by the securities are entitled, if exercised, to elect a majority of the directors of the first-mentioned person;

(b) in the case of a partnership that does not have directors, other than a limited partnership, the second-mentioned person holds more than 50 % of the interests in the partnership; or

(c) in the case of a limited partnership, the general partner is the second-mentioned person.

(3) A person is a “subsidiary entity” of another person if

(a) it is a controlled entity of

(i) that other,

(ii) that other and one or more persons, each of which is a controlled entity of that other, or

(iii) two or more persons, each of which is a controlled entity of that other; or

(b) it is a subsidiary entity of a person that is that other’s subsidiary entity.

(4) For the purposes of subsection (1) of Item 11.2, the provision of services includes the provision of brokerage services in connection with execution of portfolio transactions for the mutual fund.”;

(4) by replacing, in the subparagraph (a) of paragraph (7) of Item 12 of the French text, the words “personne ou société qui est” with “entité”;

(5) by adding the following paragraphs after paragraph (8) of Item 12:

“(9) Describe the policies and procedures of the mutual fund relating to the monitoring, detection and deterrence of short-term trades of mutual fund securities by investors. If the mutual fund has no such policies and procedures, provide a statement to that effect.

“(10) Describe any arrangements, whether formal or informal, with any person, to permit short-term trades in securities of the mutual fund, including

(a) the name of such person; and

(b) the terms of such arrangements, including

(i) any restrictions imposed on the short-term trades, and

(ii) any compensation or other consideration received by the manager, the mutual fund or any other party pursuant to such arrangements.”;

(6) by replacing, in the French text of paragraph 1 of Item 15, the word “dirigeants” with “membres de la haute direction”;

(7) in paragraph (1) of Item 16:

(a) by replacing subparagraph (a) with the following:

“(a) the articles of incorporation, continuation or amalgamation, the declaration of trust or trust agreement of the mutual fund, limited partnership agreement or any other constating or establishing documents of the mutual fund;”;

(b) by replacing, in the French text of paragraph (d), the word “gardien” with the word “dépositaire”;

(8) in Item 17:

(a) by replacing, in the French text of the introductory sentence, the words “toute entente de règlement” with the words “tout règlement amiable”;

(b) by replacing, in the French text of subparagraph (b), the words “une entente de règlement” with the words “un règlement amiable”;

(9) in Item 19:

(a) by replacing paragraph (1) with the following:

“(1) Include a certificate of the mutual fund that states:

(a) for a simplified prospectus and annual information form:

“This annual information form, together with the simplified prospectus required to be sent or delivered to a purchaser during the currency of this annual information form and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”;

(b) for an amendment to a simplified prospectus or annual information form that does not restate the simplified prospectus or annual information form:

“This amendment no. [specify amendment number and date], together with the [amended and restated] annual information form dated [specify], [amending and restating the annual information form dated [specify],] [as amended by (specify prior amendments and dates)] and the [amended and restated] simplified prospectus dated [specify], [amending and restating the simplified prospectus dated [specify],] [as amended by (specify prior amendments and dates)] required to be sent or delivered

to a purchaser during the currency of the [amended and restated] annual information form [,as amended,] and the documents incorporated by reference into the [amended and restated] simplified prospectus, [as amended,] constitute full, true and plain disclosure of all material facts relating to the securities offered by the [amended and restated] simplified prospectus, [as amended,] as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”;

(c) for an amendment that amends and restates a simplified prospectus or annual information form:

“This amended and restated annual information form dated [specify], amending and restating the annual information form dated [specify] [,as amended by (specify prior amendments and dates)], together with the [amended and restated] simplified prospectus dated [specify] [, amending and restating the simplified prospectus dated [specify]] [,as amended by (specify prior amendments and dates)] required to be sent or delivered to a purchaser during the currency of this amended and restated annual information form and the documents incorporated by reference into the [amended and restated] simplified prospectus, [as amended,] constitute full, true and plain disclosure of all material facts relating to the securities offered by the [amended and restated] simplified prospectus, [as amended,] as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.”.

“(1.1) For a non-offering prospectus, change “securities offered by the simplified prospectus” to “securities previously issued by the mutual fund” wherever it appears in the statement in Item 19(1)(a).”;

(b) by deleting, in the English text of paragraph (4), the words “or company”;

(10) by inserting, in the French text of paragraph (2) of Item 21 and after the words “l’un de ses”, the words “administrateurs ou”;

(11) by replacing, in the French text of paragraph (1) of Item 22, the words “constitue un exposé complet, véridique et clair de tous les faits importants se rapportant aux titres offerts dans le prospectus simplifié” with the words “révèlent de façon complète, véridique et claire tout fait important relatif aux titres faisant l’objet du placement au moyen du prospectus simplifié”.

15. The Regulation is amended by replacing, wherever it appears in the French text, the word “gardien” with the word “dépositaire”.

16. The Regulation is amended by deleting, wherever they appear in the English text, the words “or company” and “or companies”.

17. The Regulation is amended by replacing, wherever they appear in the French text, the words “société de gestion” with the word “gestionnaire”, and making the necessary changes.

18. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 81-102 Mutual Funds¹¹

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (6), (8), (16) and (34);
2007, c. 15)

1. The English text of the heading of Regulation 81-102 Mutual Funds is replaced with the following:

“Regulation 81-102 respecting Mutual Funds”.

2. Section 1.1 of the Regulation is amended:

(1) by replacing the French text of the definition of “courtier gérant” with the following:

“«courtier gérant»:

a) soit un courtier visé qui agit à titre de conseiller en valeurs;

b) soit un conseiller en valeurs dans lequel un courtier visé, un associé, un administrateur, un dirigeant, un représentant ou l’actionnaire principal d’un courtier visé, directement ou indirectement, a la propriété véritable de titres comportant plus de 10 % des droits de vote rattachés aux titres du conseiller en valeurs, en est le porteur inscrit ou exerce, directement ou indirectement, une emprise sur de tels titres;

c) soit un associé ou un dirigeant du conseiller en valeurs visé au paragraphe b);”;

¹¹ Regulation 81-102 Mutual Funds, adopted on May 22, 2001 by decision no. 2001-C-0209 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, no. 22 dated June 1, 2001 was last amended by the regulation amending that regulation and approved by Ministerial Order No. 2006-03 dated October 31, 2006 (2006, *G.O.* 2, 3586). For previous amendments, refer to the *Tableau des modifications et Index sommaire, Éditeur officiel du Québec*, 2007, updated to September 1, 2007.

(2) in the French text of the definition of “restrictions sur les placements d’OPC fondées sur les conflits d’intérêts”;

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

“a) interdisent à l’OPC de faire ou de détenir sciemment un placement dans toute personne qui constitue, au sens de la législation en valeurs mobilières, un porteur important de l’OPC, de sa société de gestion, de son gestionnaire ou de son placeur;”

(b) by replacing paragraph (c) with the following:

“c) interdisent à l’OPC de faire ou de détenir sciemment un placement dans tout émetteur dans lequel une personne qui est un porteur important de l’OPC, de sa société de gestion, de son gestionnaire ou de son placeur détient une participation importante au sens de la législation en valeurs mobilières; »;

(c) by adding, in paragraph (d) and after the word “dirigeant”, the words “ou administrateur”;

(3) by deleting, wherever they appear, the words « or company » and « or companies ».

3. Section 3.1 of the Regulation is amended:

(1) by replacing paragraph (1) with the following:

“(1) No person shall file a simplified prospectus for a newly established mutual fund unless

(a) an investment of at least \$150,000 in securities of the mutual fund has been made, and those securities are beneficially owned, before the time of filing by

(i) the manager, a portfolio adviser, a promoter or a sponsor of the mutual fund,

(ii) the partners, directors, officers or securityholders of any of the manager, a portfolio adviser, a promoter or a sponsor of the mutual fund, or

(iii) a combination of the persons referred to subparagraphs (i) and (ii); or

(b) the simplified prospectus of the mutual fund states that the mutual fund will not issue securities other than those referred to in paragraph (a) unless subscriptions aggregating not less than \$500,000 have been received by the mutual fund from investors other than the persons referred to in paragraph (a) and accepted by the mutual fund.”;

(2) by deleting, in paragraph (2), the words “and companies”.

4. Section 6.4 of the Regulation is amended by replacing, in the French text of subparagraph (b) of paragraph (3), the words “propriété effective” with the words “propriété véritable”.

5. Section 6.5 of the Regulation is amended:

(1) by replacing, in the French text of paragraphs (1) and (2), the word “mandataire” with the word “prête-nom” and the words “propriété effective” with the words “propriété véritable”;

(2) by replacing, in the French text of paragraph (3), the words “organisme centralisateur” with the words “dépositaire central”;

(3) by replacing, in the French text of paragraph (4), the word “dépositaire” with the words “dépositaire central” and the words “propriété effective” with the words “propriété véritable”;

(4) by replacing, in the French text of paragraph (5), the words “propriété effective” with the words “propriété véritable”.

6. Section 6.7 of the Regulation is amended:

(1) by replacing, in the French text of paragraph (1) the words “procède aux diligences” with the words “remplit les conditions”;

(2) by replacing, in the French text of subparagraph (c) of paragraph (2), the words “formé après une enquête diligente” with the words “au mieux de ses connaissances”.

7. Section 6.8 of the Regulation is amended:

(1) by replacing the French text of paragraphs (1) and (2) with the following:

“1) L’OPC peut déposer un actif du portefeuille à titre de dépôt de garantie pour les opérations au Canada sur les options négociables, les options sur contrats à terme ou les contrats à terme standardisés auprès d’un courtier membre d’un OAR qui est membre participant du FCPE, à la condition que le montant du dépôt de garantie, ajouté au montant de la garantie déjà détenue par le courtier pour le compte de l’OPC, n’excède pas 10 % de l’actif net de l’OPC, calculé à la valeur au marché au moment du dépôt.

“2) L’OPC peut déposer un actif du portefeuille auprès d’un courtier à titre de dépôt de garantie pour les opérations à l’extérieur du Canada sur des options négociables, des options sur contrats à terme ou des contrats à terme standardisés, pour autant que soient remplies les conditions suivantes:

a) dans le cas de contrats à terme standardisés ou d’options sur contrats à terme, le courtier est membre d’un marché à terme ou, dans le cas d’options négociables, il est membre d’une bourse, si bien que, dans chaque cas, il est soumis à une inspection réglementaire;

b) ce courtier a une valeur nette supérieure à 50 000 000 \$ d’après ses derniers états financiers vérifiés qui ont été publiés;

c) le montant du dépôt de garantie, ajouté au montant de la garantie déjà détenue par le courtier pour le compte de l’OPC, n’excède pas 10 % de l’actif net de l’OPC, calculé à la valeur au marché au moment du dépôt.”;

(2) by deleting, in paragraphs (4) and (5), the words “or company” and “or companies”.

8. Section 6.9 of the French text of the Regulation is replaced by the following:

“6.9 Le compte distinct pour le règlement des frais

L’OPC peut déposer des fonds au Canada auprès d’une institution visée au point 1 ou 2 de l’article 6.2 en vue de faciliter le règlement de ses frais d’exploitation ordinaires.”.

9. The Regulation is amended by replacing, wherever they appear in the French text, the words “contrat à terme normalisé” and “contrats à terme normalisés” with, respectively, the words “contrat à terme standardisé” and “contrats à terme standardisés”.

10. The Regulation is amended by replacing, wherever they appear in the French text, the words “contrat à livrer” and “contrats à livrer” with, respectively, the words “contrat à terme de gré à gré” and “contrats à terme de gré à gré”.

11. The Regulation is amended by replacing, wherever they appear in the French text, the words “propriété effective” with the words “propriété véritable”.

12. The Regulation is amended by replacing, wherever they appear in the French text, the words “le critère de diligence” and “au critère de diligence” with, respectively, the words “la norme de diligence” and “à la norme de diligence”, and making the necessary changes.

13. The Regulation is amended by deleting, wherever they appear, the words “or company” and “or companies”.

14. The Regulation is amended by inserting, wherever they appear in the French text and after the words «dirigeant», «un dirigeant», «ses dirigeants», «les dirigeants» and «dirigeants», respectively, the words «administrateur», «un administrateur», «ses administrateurs», «les administrateurs» et «administrateurs», and making the necessary changes.

15. The Regulation is amended by replacing, wherever they appear in the French text, the words “société de gestion” with the word “gestionnaire”, and making the necessary changes.

16. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 81-104 respecting Commodity Pools¹²

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1) and (8); 2007, c. 15)

1. Paragraph (1) of Section 3.2 of Regulation 81-104 respecting Commodity Pools is amended:

(1) by deleting the words “or company”;

(2) by replacing the French text of subparagraph (a) with the following:

“a) une mise de fonds d’au moins 50 000 \$ a été faite dans les titres du fonds marché à terme et, avant le moment du dépôt, les titres sont la propriété véritable, selon le cas:

i) du gestionnaire, du conseiller en placement, du promoteur ou du parrain du fonds marché à terme;

ii) des administrateurs, des dirigeants ou des actionnaires du gestionnaire, du conseiller en placement, du promoteur ou du parrain du fonds marché à terme;

¹² Regulation 81-104 respecting Commodity Pools, adopted on March 3, 2003 by decision no. 2003-C-0075 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 34, no. 19 dated May 16, 2003 was last amended by the regulation amending that regulation and approved by Ministerial Order No. 2006-03 dated October 31, 2006 (2006, *G.O.* 2, 3586). For previous amendments, refer to the *Tableau des modifications et Index sommaire, Éditeur officiel du Québec*, 2007, updated to September 1, 2007.

iii) d'une combinaison des personnes visées aux dispositions *i et ii*”.

- 2.** Sections 3.4 and 4.2 of the Regulation are repealed.
- 3.** The heading of Part 9 and sections 9.1 and 9.2 of the Regulation are repealed.
- 4.** The Regulation is amended by deleting, wherever they appear, the words “or company” and “or companies”.
- 5.** This Regulation comes into force on March 17, 2008.

Regulation to repeal Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority¹³

Securities Act
(R.S.Q., c.V-1.1, s. 331.1, pars. (1), (8), (9), (19) and (34); 2007, c. 15)

- 1.** Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority is repealed.
- 2.** This Regulation comes into force on March 17, 2008.

¹³ Regulation No. 14 respecting acceptability of currencies in material filed with securities regulatory authority, adopted on June 12, 2001 pursuant to decision No. 2001-C-0294 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 27, dated July 6, 2001, was amended solely by the Regulation to amend this regulation approved by Ministerial Order No. 2005-22 dated August 10, 2005 (2005, *G.O.* 2, 3516).

Regulation to repeal National Policy No. 21 National Advertising – Warnings¹⁴

Securities Act
(R.S.Q., c.V-1.1, s. 331.1, pars. (1), (8) (12) and (34); 2007, c. 15)

- 1.** National Policy No. 21 National Advertising – Warnings is repealed.
- 2.** This Regulation comes into force on March 17, 2008.

Regulation to repeal Regulation Q-2 respecting Real Estate Financings¹⁵

Securities Act
(R.S.Q. c.V-1.1, s. 331.1, pars. (1), (6), (12), (14) and (34); 2007, c. 15)

- 1.** Regulation Q-2 respecting Real Estate Financings is repealed.
- 2.** This Regulation comes into force on March 17, 2008.

¹⁴ National Policy No. 21 National Advertising – Warnings, adopted on June 12, 2001 by decision no. 2001-C-0251 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, no. 25 dated June 22, 2001, has not been amended since its adoption.

¹⁵ Regulation Q-2 respecting Real Estate Financings, adopted pursuant to decision No. 2001-C-0260 dated June 12, 2001 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 26, dated June 29, 2001, was amended solely by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-19 dated August 10, 2005 (2005, *G.O.* 2, 3516).

Regulation to repeal Regulation Q-3 respecting Options¹⁶

Securities Act
(R.S.Q. c.V-1.1, s. 331.1, pars. (11), (15) and (34);
2007, c. 15)

1. Regulation Q-3 respecting Options is repealed.
2. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation Q-17 respecting Restricted Shares¹⁷

Securities Act
(R.S.Q. c.V-1.1, s. 331.1, pars. (1), (7), (8), (19) and
(21); 2007, c. 15)

1. Sections 4 to 19 of Regulation Q-17 respecting Restricted Shares are repealed.
2. This Regulation comes into force on March 17, 2008.

Regulation to repeal Regulation Q-18 respecting Additional Information for Disclosure in Prospectus of Deposit-Taking Issuers¹⁸

Securities Act
(R.S.Q., c.V-1.1, s. 331.1, pars. (1) and (8); 2007, c. 15)

1. Regulation Q-18 respecting Additional Information for Disclosure in Prospectus of Deposit-Taking Issuers is repealed.

2. This Regulation comes into force on March 17, 2008.

Regulation to repeal Regulation Q-25 respecting Real Estate Mutual Funds¹⁹

Securities Act
(R.S.Q., c.V-1.1, s. 331.1, pars. (1), (8), (16) and (34);
2007, c. 15)

1. Regulation Q-25 respecting Real Estate Mutual Funds is repealed.

2. This Regulation comes into force on March 17, 2008.

¹⁶ Regulation Q-3 respecting Options, adopted pursuant to decision No. 2003-C-0135 dated April 8, 2003 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 34, No. 19, dated May 16, 2003, was last amended by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-19 dated August 10, 2005 (2005, *G.O.* 2, 3516).

¹⁷ Regulation Q-17 respecting Restricted Shares, adopted on June 12, 2001 pursuant to decision No. 2001-C-0264 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 26, dated June 29, 2001, was last amended by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-04 dated May 19, 2005 (2005, *G.O.* 2, 1496).

¹⁸ Regulation Q-18 respecting Additional Information for Disclosure in Prospectus of Deposit-Taking Issuers, adopted on June 12, 2001 pursuant to decision No. 2001-C-0252 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 25, dated June 22, 2001, was amended solely by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-19 dated August 10, 2005 (2005, *G.O.* 2, 3516).

¹⁹ Regulation Q-25 respecting Real Estate Mutual Funds, adopted on September 11, 2001 pursuant to decision No. 2001-C-0425 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 37, dated September 14, 2001, was last amended by the Regulation to amend the Regulation approved by Ministerial Order No. 2005-19 dated August 10, 2005 (2005, *G.O.* 2, 3516).

Regulation to repeal Regulation Q-28 respecting General Prospectus Requirements²⁰

Securities Act

(R.S.Q. c.V-1.1, s. 331.1, pars. (1), (2), (3), (5), (6), (7), (8), (9), (11), (12), (14), (15), (19) and (34); 2007, c. 15)

1. Regulation Q-28 respecting General Prospectus Requirements is repealed.

2. This Regulation comes into force on March 17, 2008.

Regulation to amend the Securities Regulation²¹

Securities Act

(R.S.Q. c. V-1.1, s. 331.1, pars. (1), (6), (8), (9), (13), (14), (15), (19), (19.1), (19.2), (20) and (34); 2007, c. 15)

1. Sections 12 to 17, 18.1, 19 and 21 to 23 of the Securities Regulation are repealed.

2. Section 24 of the Regulation is amended by replacing the words “to senior executives or to employees” in paragraph (2) with the words “to officers, directors or employees”.

3. Section 25 of the Regulation is amended by replacing the words “the senior executives” in subparagraph (5) of the first paragraph with the words “the officers and directors”.

4. Sections 26 and 27 of the Regulation are repealed.

5. Section 28 of the Regulation is amended by replacing the words “the issuer must agree not to replace such persons without the consent of the Authority” in the second paragraph with the words “the Authority may require that the issuer not replace such persons without its prior consent”.

6. Sections 29, 30.2, 33 to 37.1, 40, 44, 51, 53, 60, 63, 75 to 83, 85, 90 and 93 of the Regulation are repealed.

7. Section 94 of the Regulation is amended by adding the words “to owners residing in Québec and to holders registered in the name of an intermediary acting as nominee for a person residing” after the words “a report on the securities distributed”.

8. Section 96 of the Regulation is repealed.

9. Section 97 of the Regulation is amended by replacing the words “The dealer who has signed the certificate contained at the end of the prospectus or the dealer who made the distribution” with the words “The investment fund manager or the dealer who has signed the certificate at the end of the prospectus, or the dealer who made the distribution, as the case may be,”.

10. Sections 99 and 100 of the Regulation are repealed.

11. Section 115.01 of the Regulation is amended by replacing “of sections 119.5, 135, 138, 160, 162, 169.1, 170” with “of sections 119.5, 138, 162 and 169.1” in the second paragraph.

12. The Regulation is amended by adding the following after section 115.01:

“**115.02** The Authority may require that an officer, a director, a promoter of an issuer or the promoter of a venture complete the Personal Information Form and Authorization of Indirect Collection, Use and Disclosure of Personal Information in Appendix A to Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order No. (*indicate the number and date of the Ministerial Order approving the Regulation*).”

13. Section 135 of the Regulation is repealed.

14. Section 151 of the Regulation is amended by replacing the words “a senior executive’s” with the words “officers’ and directors”.

15. Section 155 of the Regulation is amended by replacing, in the English text, the words “a senior executive” with the words “an officer”.

²⁰ Regulation Q-28 respecting General Prospectus Requirements, adopted August 14, 2001 pursuant to decision No. 2001-C-0390 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, No. 34 dated August 24, 2001, was amended solely by the Regulations to amend the Regulation approved by Ministerial Order No. 2005-17 dated August 2, 2005 (2005, *G.O.* 2, 3524) and No. 2007-09 dated December 14, 2007 (2007, *G.O.* 2, 4077).

²¹ The Securities Regulation, enacted by Order-in-Council No. 660-83 dated March 30, 1983 (1983, *G.O.* 2, 1269), was last amended by the Regulation to amend the Regulation approved by Ministerial Order No. 2007-09 dated December 14, 2007 (2007, *G.O.* 2, 4077). For previous amendments, refer to the “*Tableau des modifications et Index sommaire*,” Éditeur officiel du Québec 2007, updated to September 1, 2007.

16. Sections 160 and 170 of the Regulation are repealed.

17. Section 171.1 of the Regulation is amended by replacing the words “a senior executive deemed” with the words “an officer or a director deemed”.

18. Section 197 of the Regulation is repealed.

19. The English text in the second paragraph of section 205 and in section 206 of the Regulation is amended by replacing the words “a senior executive” with the words “an officer”.

20. Section 224.2 of the Regulation is amended by replacing the words “senior executive” with the word “officer” in the English text of the introductory phrase.

21. Section 225 of the Regulation is amended by replacing the words “a senior executive” with the words “an officer” in the English text of paragraph (4).

22. Section 228 of the Regulation is amended by replacing the words “a senior executive” with the words “an officer” in the English text of subparagraph (5) of the first paragraph.

23. Section 228.1 of the Regulation is amended:

(1) by replacing the words “as a senior executive, the notice prescribed by section 228 is given by submitting Form 3” in the first paragraph with the words “as an officer or a director, the notice prescribed by section 228 is given by submitting the form provided for in Schedule 33-109F4 of Regulation 33-109 respecting Registration Information approved by Ministerial Order No. 2007-05 dated July 11, 2007”;

(2) by replacing the words “a senior executive already approved who is appointed senior executive” in the second paragraph with the words “an officer or a director already approved who is appointed officer or director”;

24. The English text in the first paragraph of section 231 and in section 233 of the Regulation is amended by replacing the words “a senior executive” with the words “an officer”.

25. Section 236 of the Regulation is amended by replacing the words “having as senior executive, a senior executive” in the second paragraph with the words “having as officer or director, an officer, a director”.

26. Section 239 of the Regulation is amended by replacing the words “list of its senior executives” with the words “list of its officers and directors”.

27. Section 242.1 of the Regulation is amended by replacing the words “or a senior executive” with the words “or an officer or a director”.

28. Section 252 of the Regulation is repealed.

29. Section 253 of the Regulation is amended by replacing the words “be senior executives” with the words “be officers or directors” in paragraph (3).

30. Form 2 of the Regulation is amended:

(1) by replacing the words “senior executive” with the word “officer” in the English text of item 1;

(2) by replacing the words “FORM 3” in item 5 with the words “form provided for in Schedule 33-109F4 of Regulation 33-109 respecting Registration Information”;

(3) by replacing item 6 with the following:

“6. OFFICERS AND DIRECTORS: (complete list)

Each officer and director must complete the form provided for in Schedule 33-109F4 of Regulation 33-109 respecting Registration Information.

Name	Address	Position
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(4) by replacing the words “by the senior executives” with the words “by the officers and directors” in the second paragraph of item 7(6);

(5) by replacing the words “of senior executive or” with the words “of officer, director or” in item 17(4);

(6) by replacing the words “senior executives to” with the words “officers or directors to” in paragraph 3 of the item entitled “IMPORTANT THE FOLLOWING DOCUMENTS MUST ACCOMPANY THE APPLICATION”;

31. Forms 3 and 4 and Schedule II of the Regulation are repealed.

32. Schedule VIII of the Regulation is amended:

(1) in item 3:

a) by replacing the words “who has been a senior executive of” with the words “who has been an officer or a director of” in paragraph (1);

b) by replacing the words “a senior executive or” with the words “an officer, director or” in subparagraph (4) of paragraph 2 of the instructions;

(2) by replacing the words “the senior executives of” with the words “the officers or directors of” in paragraph 3 of item 4;

(3) by replacing the words “the senior executives of” with the words “the officers and directors of” in subparagraph (4) of paragraph 2 of item 5;

(4) in item 7:

a) by replacing the heading with the following:

“Item 7: Indebtedness of officers and directors”;

b) by replacing the words “of each senior executive of the company, of a nominee for the position of director or of a person associated with such senior executive of nominee” in paragraph 1 with the words “of each officer or director of the company, of a nominee for the position of director or of a person associated with such officer, director or nominee”;

c) in the instructions:

i) by replacing the words “made to a senior executive who” in subparagraph (2) of paragraph 3 with the words “made to an officer or director who”;

ii) by replacing the words “senior executive” with the word “person” in the English text of subparagraph (3) of paragraph 3;

(5) in item 10:

a) by replacing the words “the senior executives of” in the introductory phrase with the words “the officers and directors of”;

b) by replacing the words “the officers” in paragraph 2 with the words “the officers and directors”.

33. This Regulation comes into force on March 17, 2008.

8592

M.O., 2008-04

Order number V-1.1-2008-04 of the Minister of Finance dated 4 March 2008

Securities Act
(R.S.Q., c. V-1.1)

CONCERNING Regulation 11-102 respecting passport system

WHEREAS subparagraphs 1, 2, 3, 4.1, 6, 8, 11, 13, 14, 20, 33, 33.5, 33.6, 33.8 and 34 of section 331.1 of the Securities Act (R.S.Q., c. V-1.1), amended by section 15 of chapter 15 of the statutes of 2007, stipulate 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 stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (R.S.Q., c. 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 stipulate 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 any later date specified in the regulation;

WHEREAS the draft Regulation 11-102 respecting passport system was published in the Bulletin de l’Autorité des marchés financiers, volume 4, no. 13 of March 30, 2007;

WHEREAS the Authority made, on February 22, 2008, by the decision no. 2008-PDG-0056, Regulation 11-102 respecting passport system;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment Regulation 11-102 respecting passport system appended hereto.

March 4, 2008

Minister of Finance,
MONIQUE JÉRÔME-FORGET