

- (b) the underwriter certificate form must state the following:

“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 a particular distribution of securities under the prospectus, 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].”.

3. The Regulation is amended by replacing, wherever they appear in the French text of section 2.6, the title of Part 4, section 4.1 and section 5.5, the words “titre adossé à des créances” with the words “titre adossé à des actifs” and the words “titres adossés à des créances” with the words “titres adossés à des actifs”, and making the necessary adaptations.

4. Subparagraph (g) of paragraph (1) of section 9.3 of the Regulation, as enacted by section 2 of this Regulation, does not apply in respect of a base shelf prospectus if the prospectus was filed before 31 August 2020, and for an at-the-market distribution in respect of which the issuer applied for and obtained an exemption from the requirement to send or deliver a prospectus.

5. (1) This Regulation comes into force on 31 August 2020.

(2) In Saskatchewan, despite subsection (1), if it is filed with the Registrar of Regulations after 31 August 2020, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

104564

M.O., 2020-18

Order number V-1.1-2020-18 of the Minister of Finance dated 3 August 2020

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 21-101 respecting Marketplace Operation

WHEREAS paragraphs 1, 2, 3, 9.1, 32, 32.0.1 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

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

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

WHEREAS the Regulation 21-101 respecting Marketplace Operation was made by the decision no. 2001-C-0409 dated 28 August 2001 (Supplément au Bulletin de la Commission des valeurs mobilières du Québec, vol. 32, no. 35 of 31 August 2001);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 21-101 respecting Marketplace Operation was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 15, no. 20 of 24 May 2018;

WHEREAS the revised text of the draft Regulation to amend Regulation 21-101 respecting Marketplace Operation was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 17, no. 22 of 4 June 2020;

WHEREAS the *Autorité des marchés financiers* made, on 23 June 2020, by the decision no. 2020-PDG-0046, Regulation to amend Regulation 21-101 respecting Marketplace Operation;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 21-101 respecting Marketplace Operation appended hereto.

3 August 2020

ERIC GIRARD,
Minister of Finance

REGULATION TO AMEND REGULATION 21-101 RESPECTING MARKETPLACE OPERATION

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (3), (9.1), (32), (32.0.1) and (34))

1. Section 1.1 of Regulation 21-101 respecting Marketplace Operation (chapter V-1.1, r. 5) is amended by replacing the definition of the expression “information processor” with the following:

““information processor”:

(a) in every jurisdiction except for British Columbia, means any person that receives and provides information under this Regulation and has filed Form 21-101F5 and,

(b) in British Columbia, means a person that is designated as an information processor for the purposes of this Regulation;”.

2. The title of Part 8 of the Regulation is replaced with the following:

**“INFORMATION TRANSPARENCY REQUIREMENTS FOR PERSONS
DEALING IN UNLISTED DEBT SECURITIES”.**

3. Section 8.1 of the Regulation is amended:

(1) by replacing, in paragraph (1), the words “marketplace as required by” with “marketplace, as required by”;

(2) by repealing paragraph (3);

(3) by replacing, in paragraph (4), the words “broker as required by” with “broker, as required by”;

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

“(5) A person must provide to an information processor accurate and timely information regarding trades in government debt securities executed by or through the person, as required by the information processor.”.

4. Section 8.2 of the Regulation is amended:

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

“(1) A marketplace that displays orders of corporate debt securities to a person must provide to an information processor accurate and timely information regarding orders for corporate debt securities displayed by the marketplace, as required by the information processor.”;

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

“(3) A person must provide to an information processor accurate and timely information regarding trades in corporate debt securities executed by or through the person, as required by the information processor.”;

(3) by repealing paragraphs (4) and (5).

5. Section 8.3 of the Regulation is amended by replacing the words “an accurate consolidated feed in real-time” with the words “accurate consolidated information on a timely basis”.

6. Section 8.4 of the Regulation is amended by replacing the words “marketplace, inter-dealer bond broker or dealer” with the word “person”.

7. Section 14.4 of the Regulation is amended:

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

“(1) An information processor for exchange-traded securities must enter into an agreement with each marketplace that is required to provide information to the information processor which states that the marketplace will

(a) provide information to the information processor in accordance with Part 7; and

(b) comply with any other reasonable requirements set by the information processor.”;

(2) by replacing, in paragraph (4), the words “marketplace, inter-dealer bond broker or dealer” with the word “person”;

(3) by repealing paragraphs (8) and (9).

8. Section 14.5 of the Regulation is amended, in subparagraph (ii) of paragraph (d), by replacing the word “calendar” with the words “information processor’s financial”.

9. Section 14.7 of the Regulation is amended by replacing the words “marketplace, inter-dealer bond broker or dealer” with the word “person”.

10. Section 14.8 of the Regulation is amended:

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

“(b) in the case of an information processor for government debt securities or corporate debt securities,

(i) the marketplaces that report orders for corporate debt securities or government debt securities to the information processor, as applicable,

(ii) the inter-dealer bond brokers that report orders for government debt securities to the information processor,

(iii) the persons that report trades in corporate debt securities or government debt securities to the information processor, as applicable,

(iv) when trades in each corporate debt security or government debt security, as applicable, must be provided to the information processor by a person,

(v) when the information provided to the information processor will be publicly disseminated by the information processor, and

(vi) the cap on the displayed volume of trades for each corporate debt security or government debt security, as applicable;”;

(2) by adding, after subparagraph (d), the following:

“(e) a list of the types of data elements relating to the order and trade information required to be provided under Part 7 or Part 8 of this Regulation.”

Coming into force

11. (1) This Regulation comes into force on 31 August 2020.

(2) In Saskatchewan, despite subsection (1), if this Regulation is filed with the Registrar of Regulations after 31 August 2020, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

104563

M.O., 2020-19

Order number V-1.1-2020-19 of the Minister of Finance dated 7 August 2020

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 21-101 respecting Marketplace Operation

WHEREAS paragraphs 1, 2, 3, 8, 9.1, 19 and 32.0.1 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

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

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

WHEREAS the Regulation 21-101 respecting Marketplace Operation was made by the decision no. 2001-C-0409 dated 28 August 2001 (Supplément au Bulletin de la Commission des valeurs mobilières du Québec, vol. 32, no. 35 of 31 August 2001);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 21-101 respecting Marketplace Operation was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 16, no. 15 of 18 April 2019;

WHEREAS the revised text of the draft Regulation to amend Regulation 21-101 respecting Marketplace Operation was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 17, no. 24 of 18 June 2020;