

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8), (16), (17), (20) and (34))

1. Section 1.1 of Regulation 41-101 respecting General Prospectus Requirements is amended, in the French text:

(1) by replacing, in the definition of “option de surallocation”, the words “preneurs fermes” with the words “placeurs”;

(2) by deleting, in the definition of “période intermédiaire”, the word “de” after the word “sens”;

(3) by inserting, at the end of the definition of “prospectus ordinaire”, “ou à l'Annexe 41-101A2”;

(4) by deleting, in the definition of “territoire étranger visé”, the words “sur les principes comptables, normes de vérification et monnaies de présentation acceptables” after the word “acceptables”.

2. Section 1.3 of the Regulation is amended, in the French text, by replacing “Règlement 51-101 sur l'information concernant les activités pétrolières et gazières, ont été spécifiquement attribuées approuvé par l'arrêté ministériel n° 2005-15 du 2 août 2005” with “Règlement 51-101 sur l'information concernant les activités pétrolières et gazières approuvé par l'arrêté ministériel n° 2005-15 du 2 août 2005, ont été spécifiquement attribuées”.

3. Section 9.2 of the Regulation is amended, in the French text of paragraph (a):

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

“*iii*) un exemplaire de tout contrat important qui doit être déposé en vertu de l'article 9.3 et qui ne l'a pas été en vertu du sous-paragraphe *iii* du paragraphe *a* de l'article 9.1;”;

(2) by replacing, in subparagraph (A) of subparagraph (xi), “(5^e supp.)” with “(5^e supp.)”.

4. Section 10.1 of the Regulation is amended by replacing, in the French text of subparagraph (e) of paragraph (1), the word “extraites” with the word “extraits”.

5. Section 11.2 of the Regulation is amended by replacing, in the French text of paragraph (a), the words “preneurs fermes” with the word “placeurs”.

6. Section 14.1 of the Regulation is amended, in the French text of paragraph (1), by replacing the word “fond” with the word “fonds”.

7. Section 15.1 of the Regulation is amended, in the French text, by replacing the word “bourse” with the word “bourses”.

8. Section 16.1 of the Regulation is amended by replacing, in the French text of paragraph (b), the word “tient” with the word “tenir”.

9. Schedule 1 of Appendix A of the Regulation is amended, in the French text:

(1) by replacing, in the first paragraph, “Règlement 44-101 sur le placement de titres au moyen d’un prospectus simplifié sur le placement de titres au moyen d’un prospectus simplifié” with “Règlement 44-101 sur le placement de titres au moyen d’un prospectus simplifié”;

(2) in the part under the heading “DÉFINITIONS”:

(a) by inserting, after the heading, the following definition:

“ « autorité en valeurs mobilières » s’entend d’un organisme créé par une loi, dans un territoire ou un territoire étranger, en vue de l’administration de la loi, des règlements et des instructions en matière de valeurs mobilières (par exemple, une commission de valeurs mobilières), mais ne comprend pas une bourse ni un autre organisme d’autoréglementation ou ordre professionnel.”;

(b) by replacing, in the definition of “infraction”, “ « *infraction* » ” with “ « infraction » ”;

(c) by deleting, after the definition of “organisme d’autoréglementation ou ordre professionnel”, the definition of “autorité en valeurs mobilières”;

(3) by replacing, in row (ii) of table B of item 2, “question 2B” with “question 2B i)”.

10. Appendix B of the Regulation is amended by replacing, in the French text of the part under the heading “MANDATAIRE”, the words “Signature de l’émetteur” with the words “Signature du mandataire”.

11. Form 41-101A1 of the Regulation is amended, in the French text:

(1) by deleting, in item 1.8, the word “provisoire”;

(2) by inserting, in the instructions of item 1.11, “, *dans une note accompagnant le tableau,*” after the word “*préciser*”;

(3) by replacing, in paragraph (3) of item 7.1, the words “la société” with the words “l’émetteur” and the words “si elle” with the words “s’il”;

(4) in item 8.2:

(a) by replacing, at the end of subparagraph (b) of paragraph (1), the semi-colon with a period;

(b) by inserting, at the end of paragraph (2), the words “de l’émetteur inclus dans le prospectus en vertu de la rubrique 32”;

(5) in paragraph (1) of item 8.8:

(a) by deleting, in the introductory phrase, the word “assujetti”;

(b) by replacing, in subparagraph (b), “l’émetteur assujetti dans le bénéfice;” with “l’émetteur dans le bénéfice.”;

(6) in paragraph (6) of the instructions of item 9.1, by replacing, in the first paragraph, the words “le benefice” with the words “les benefices” and by deleting, in the second paragraph, the words “des dividendes et”;

(7) by replacing, in subparagraph (e) of paragraph (1) of item 15.1, the words “aux paragraphes” with the words “au sous-paragraphes”;

(8) in item 22.1:

(a) by inserting, at the end of subparagraph (i) of subparagraph (d) of paragraph (1), a semi-colon;

(b) in paragraph (4):

(i) by replacing, in subparagraph (a), “, chef de la direction ou chef des finances” with “ou membre de la haute direction” and the word “bien” with the words “à l’égard de laquelle”;

(ii) by deleting, in subparagraph (b), the word “si”;

(9) by inserting, in the instructions of item 23.1, the word “de” after the word “connaissance”;

(10) by inserting, in subparagraph (ii) of paragraph (d) of item 32.4, the word “vérifiés” after the words “les états financiers”;

(11) by deleting, in subparagraph (e) of paragraph (2) of item 35.3, the words “annuels vérifiés”;

(12) in item 35.4:

(a) by replacing the heading with the following:

“Consolidation des résultats dans les états financiers de l’émetteur”;

(b) by replacing the words “l’entreprise acquise” with the words “une entreprise acquise”;

(13) in item 35.5:

(a) by replacing, in subparagraph (b) of paragraph (1), the word “et” with the word “ou”;

(b) by inserting, in subparagraph (b) of paragraph (2), the word “acquises” after the words “entreprises reliées”;

(14) in item 35.6:

(a) by replacing, in paragraph (1), the words “d’une ou de plusieurs entreprises reliées” with the words “d’une entreprise ou d’entreprises reliées”;

(b) in paragraph (2):

(i) by replacing, in the introductory phrase, the words “d’une ou de plusieurs entreprises reliées” with the words “d’une entreprise ou d’entreprises reliées”;

(ii) by inserting, in subparagraph (b), the word “acquises” after the words “entreprises reliées”;

(c) by replacing, in paragraph (3), the words “d’une ou de plusieurs entreprises reliées” with the words “d’une entreprise ou d’entreprises reliées”;

(15) by replacing, in paragraph (b) of item 35.7, the words “dont les” with the words “pour lequel des”.

12. Form 41-101A2 of the Regulation is amended:

(1) by replacing, in the French text of the second paragraph of paragraph (3) of item 1.9, “**Facteurs de risque**” with “ « **Facteurs de risque** » ”;

(2) by replacing, in the French text of the second paragraph of item 1.14, the word “elle” with the word “lui”;

(3) by replacing, in the French text of subparagraph (g) of paragraph (1) of item 3.3, the word “risques” with the word “risque”;

(4) by replacing, in the French text of paragraph (2) of item 3.5, the word “s’engagé” with the word “engagé” and “Mode de placement” with “ « Mode de placement » ”;

(5) by replacing, in the French text of the second paragraph of paragraph (3) of item 3.6, the word “**bourse**” with the word “**bourses**”;

(6) by replacing, in the French text of paragraph (3) of item 8.1, the word “importantes” with the word “importante”;

(7) in the French text of item 19.1:

(a) in paragraph (4):

(i) by replacing, in subparagraph (a), the word “si” with the words “à l’égard duquel”;

(ii) by replacing, in subparagraph (b), the word “exercices” with the word “années”;

(b) by replacing, in paragraph (1) of the instructions, “au paragraphe 2” with “aux paragraphes 2 et 4”;

(8) by inserting, after item 19.2, the following:

« **19.2.1. Brokerage Arrangements**

Under the sub-heading “Brokerage Arrangements”,

(a) If any brokerage transactions involving the client brokerage commissions of the investment fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, state

(i) the process for, and factors considered in, selecting a dealer to effect securities transactions for the investment fund, including whether receiving goods or services in addition to order execution is a factor, and whether and how the process may differ for a dealer that is an affiliated entity;

(ii) the nature of the arrangements under which order execution goods and services or research goods and services might be provided;

(iii) each type of good or service, other than order execution, that might be provided; and

(iv) the method by which the portfolio adviser makes a good faith determination that the investment fund, on whose behalf the portfolio adviser directs any brokerage transactions involving client brokerage commissions to a dealer in return for the provision of any order execution goods and services or research goods and services, by the dealer or a third party, receives reasonable benefit considering both the use of the goods or services and the amount of client brokerage commissions paid;

(b) If any brokerage transactions involving the client brokerage commissions of the investment fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, since the date of the investment fund's last prospectus or last annual information form, whichever one is the most recent, state

(i) the information required to be disclosed under paragraph (a) other than subparagraph (iii);

(ii) each type of good or service, other than order execution, that has been provided to the manager or the portfolio adviser of the investment fund; and

(iii) the name of any affiliated entity that provided any good or service referred to in subparagraph (ii), separately identifying each affiliated entity and each type of good or service provided by each affiliated entity; and

(c) If any brokerage transactions involving the client brokerage commissions of the investment fund have been or might be directed to a dealer in return for the provision of any good or service, by the dealer or a third party, other than order execution, state that the name of any other dealer or third party that provided a good or service referred to in paragraph (b)(ii), that was not disclosed under paragraph (b)(iii), will be provided upon request by contacting the investment fund or investment fund family at [insert telephone number] or at [insert investment fund or investment fund family e-mail address].

INSTRUCTIONS:

Terms defined in Regulation 23-102 respecting Use of Client Brokerage Commissions (indicate here the number and date of the Ministerial Order approving the Regulation) have the same meaning where used in this Item.”;

(9) in the French text of item 19.9:

(a) by replacing, in subparagraph (c) of paragraph (1), the word “numéraire” with the word “espèces”;

(b) in subparagraph (a) of paragraph (4), by inserting the word “a” after “cessation de ses fonctions,” and by replacing the word “bien” with the words “à l’égard de laquelle”;

(10) by inserting, at the end of the French text of paragraph (a) of item 21.1, the words “ou aux distributions”;

(11) in the French text of item 27.1:

(a) by replacing, in subparagraph (e) of paragraph (1), the words “de l’émetteur” with the words “du fonds d’investissement”;

(b) by inserting, in paragraph (2) of the instructions, the word “du” after the words “Pour l’application”;

(12) in the French text of paragraph (1) of item 28.1:

(a) by replacing, in the introductory phrase, the words “de l’émetteur” with the words “du fonds d’investissement”;

(b) by deleting, in subparagraph (c), the word “vendeur”;

(c) by replacing, in subparagraph (e), the words “aux paragraphes” with the words “au sous-paragraphe”;

(13) by inserting, in the French text of paragraph (2) of the instructions of item 31.1, “les dispositions de résiliation,” after “la contrepartie prévue,”;

(14) in the French text of the second paragraph of item 36.2, by inserting the word “ou” after the word “celui-ci” and by deleting the words “ou à l’acquéreur”;

(15) in the French text of the second paragraph of item 37.1, by deleting “1)” and by replacing the word “bourse” with the word “bourses”;

(16) by replacing, in item 37.2, the word “bourse” with the word “bourses”.

13. This Regulation comes into force on (*indicate here the date of coming into force of this Regulation*).