

## REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (6), (8), (11), (19.1) and (34))

1. Section 1.1 of Regulation 41-101 respecting General Prospectus Requirements is amended :

(1) by inserting the following after the definition of “acquisition”:

““acquisition date” has the same meaning as in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;”;

(2) by deleting the definition of “date of acquisition”;

(3) by inserting the following after the definition of “custodian”:

““date of transition to IFRS” has the same meaning as in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;”;

(4) by replacing, in the definition of “SEC issuer” the words “Acceptable Accounting Principles, Auditing Standards and Reporting Currency” with the words “Acceptable Accounting Principles and Auditing Standards”;

(5) by replacing the definition of “U.S. GAAS” with the following:

““U.S. AICPA GAAS” has the same meaning as in section 1.1 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;

“U.S. PCAOB GAAS” has the same meaning as in section 1.1 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;”;

(6) by replacing, in the definitions of “U.S. GAAP” and “issuer’s GAAP”, the words “Acceptable Accounting Principles, Auditing Standards and Reporting Currency” with the words “Acceptable Accounting Principles and Auditing Standards”;

(7) by replacing the definition of “junior issuer” with the following:

““junior issuer” means an issuer

(a) that files a preliminary prospectus;

(b) that is not a reporting issuer in any jurisdiction;

(c) whose total consolidated assets as at the date of the most recent statement of financial position of the issuer included in the preliminary prospectus are less than \$10,000,000;

(d) whose consolidated revenue as shown in the most recent annual statement of comprehensive income of the issuer included in the preliminary prospectus is less than \$10,000,000; and

(e) whose equity as at the date of the most recent statement of financial position of the issuer included in the preliminary prospectus is less than \$10,000,000;

taking into account all adjustments to asset, revenue and equity calculations necessary to reflect each significant proposed acquisition of a business or related business

by an issuer that has progressed to a state where a reasonable person would believe that the likelihood of the issuer completing the acquisition is high, and each completed significant acquisition of a business or related business that was completed,

(f) for paragraphs (c) and (e), before the date of the preliminary prospectus and after the date of the issuer's most recent statement of financial position included in the preliminary prospectus as if each acquisition had taken place as at the date of the issuer's most recent statement of financial position included in the preliminary prospectus; and

(g) for paragraph (d), after the last day of the most recent annual statement of comprehensive income of the issuer included in the preliminary prospectus as if each acquisition had taken place at the beginning of the issuer's most recently completed financial year for which a statement of comprehensive income is included in the preliminary prospectus;"

(8) by inserting the following after the definition of "executive officer":

"financial statements" includes interim financial reports;

"first IFRS financial statements" has the same meaning as in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;"

(9) by replacing, in the definition of "foreign disclosure requirements", the words "Acceptable Accounting Principles, Auditing Standards and Reporting Currency" with the words "Acceptable Accounting Principles and Auditing Standards";

(10) by deleting the definition of "income from continuing operations";

(11) by replacing the definition of "designated foreign jurisdiction" with the following:

"designated foreign jurisdiction" has the same meaning as in section 1.1 of Regulation 52-107 respecting Accounting Principles and Auditing Standards approved by Ministerial Order (*indicate the number and date of the Ministerial Order approving the Regulation*);"

(12) by replacing, in the French text, the definition of "titre de participation" with the following:

"« titre de capitaux propres » : tout titre d'un émetteur qui comporte le droit résiduel de participer au résultat de celui-ci et au partage de ses actifs en cas de liquidation;"

(13) in the French text of the definition of "restricted security":

(a) by replacing, in paragraph (c), the word "bénéfice" with the word "résultat", and the words "titres de participation" with the words "titres de capitaux propres";

(b) by replacing, wherever they occur, the words "titre de participation" and "titres de participation" with, respectively, the words "titre de capitaux propres" and "titres de capitaux propres".

2. Sections 4.2 and 4.3 of the Regulation are replaced with the following:

**4.2. Audit of financial statements**

(1) Any financial statements included in a long form prospectus filed in the form of Form 41-101F1 must be audited in accordance with Regulation 52-107 respecting

Acceptable Accounting Principles and Auditing Standards unless an exception in section 32.5 or subsection 35.1(3) of Form 41-101F1 applies.

(2) Any financial statements, other than an interim financial report, included in or incorporated by reference into a long form prospectus of an investment fund filed in the form of Form of 41-101F2 must meet the audit requirements of Part 2 of Regulation 81-106 respecting Investment Fund Continuous Disclosure.

**“4.3. Review of unaudited financial statements**

(1) Any unaudited financial statements included in, or incorporated by reference into, a long 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 review of financial statements by a public accountant.

(2) Subsection (1) does not apply to an investment fund’s unaudited financial statements filed after the date of filing of the prospectus that are incorporated by reference into the prospectus under Part 15.

(3) If Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards permits the financial statements of the person in subsection (1) to be audited in accordance with

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

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

(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 person 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 long form prospectus includes disclosure that the unaudited financial statements have not been reviewed.”.

**3.** Section 14.2 of the Regulation is amended by deleting, wherever it occurs, the word “shareholders”.

**4.** Section 14.9 of the Regulation is amended, in the French text, by replacing the words “frais d’exploitation” with the words “charges opérationnelles”.

**5.** Section 20.1 of the Regulation is replaced with the following:

### “20.1. Transition

(1) Despite section 20.2, the amendments to this Regulation which came into force on January 1, 2011 only apply to a preliminary prospectus, an amendment to a preliminary prospectus, a final prospectus or an amendment to a final prospectus of an issuer which includes financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.”

**6.** Schedule 3 of Appendix A to the Regulation is amended:

(1) by inserting, in the paragraph opposite “Nunavut”, the words “Superintendent of Securities” before the words “Government of Nunavut”;

(2) by replacing, in the paragraph opposite “Northwest Territories”, the words “Securities Registries” with the words “Superintendent of Securities”, and [www.justice.gov.nt.ca/SecuritiesRegistry/SecuritiesRegistry.html](http://www.justice.gov.nt.ca/SecuritiesRegistry/SecuritiesRegistry.html) with “[www.justice.gov.nt.ca/SecuritiesRegistry](http://www.justice.gov.nt.ca/SecuritiesRegistry)”;

(3) by replacing, in the paragraph opposite “Yukon”, the words “Registrar of Securities” with the words “Superintendent of Securities”.

**7.** Form 41-101F1 of the Regulation is amended:

(1) in instruction (3), by deleting the sentence “*This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.*”;

(2) in instruction (5), by replacing “(indicate the number and the date of the decision adopting this Policy Statement)” with “2008-PDG-0055 dated 28 February 2008”;

(3) in instruction (7), by replacing the words “the Handbook” with the words “Canadian GAAP”;

(4) in instruction (8), by replacing the word “vehicle” with the word “entity”;

(5) in instruction (15), by replacing the words “Forward-looking information included” with the words “Forward-looking information, as defined in Regulation 51-102 respecting Continuous Disclosure Obligations, included”;

(6) in section 1.5, by deleting the word “reporting”;

(7) in the French text of the instruction to section 1.11, by replacing the words “à base de” with the words “fondée sur des”;

(8) in the French text of section 1.14, by replacing, wherever they occur, the words “par les bénéfices” with the words “par le résultat”;

(9) in the French text of paragraph (2) of section 3.1:

(a) by replacing, in subparagraph (c), the word “vérifiée” with the word “auditée”;

(b) by replacing, in subparagraphs (b) and (d), the word “vérifiés” with the word “audités”;

(10) in paragraph (4) of section 4.2, by replacing subparagraph (b) with the following:

“(b) the revenue of the subsidiary does not exceed 10% of the consolidated revenue of the issuer, and”;

(11) in paragraph (1) of section 5.1, by deleting the words “as those terms are used in the Handbook”;

(12) in section 5.5:

(a) in paragraph (1):

(i) by replacing, wherever they occur in subparagraph (a), the words “balance sheet” with the words “statement of financial position”;

(ii) by replacing, in subparagraph (b), the words “balance sheet” with the words “statement of financial position” and the words “income statement” with the words “statement of comprehensive income”;

(b) by replacing, in paragraph (4), the words “balance sheet” with the words “statement of financial position”;

(13) in paragraph (1) of section 8.1, by deleting the words “or Item 303 of Regulation S-B”;

(14) in section 8.2 :

(a) by replacing, in subparagraph (b) of paragraph (1), the words “interim financial statements” with the words “interim financial report”;

(b) by replacing, in paragraph (2), the words “If the prospectus includes the issuer’s income statements, statements of retained earnings, and cash flow statements” with the words “If the prospectus includes the issuer’s annual statements of comprehensive income, statements of changes in equity, and statements of cash flow”;

(c) by replacing, in paragraph (3), the words “balance sheet” with the words “statement of financial position”;

(15) by deleting section 8.3;

(16) in section 8.6:

(a) by replacing subparagraphs (a) to (e) of paragraph (1) with the following:

“(a) exploration and evaluation assets or expenditures,

(b) expensed research and development costs,

(c) intangible assets arising from development,

(d) general and administrative expenses, and

(e) any material costs, whether expensed or recognized as assets, not referred to in paragraphs (a) through (d).”;

(b) by replacing, in paragraph (2), the words “capitalized or expensed exploration and development costs” with the words “exploration and evaluation assets or expenditures”;

(c) by replacing, in subparagraph (b) of paragraph (3), the words “interim financial statements” with the words “interim financial report”;

(17) by replacing sections 8.7 and 8.8 with the following:

**“8.7. Additional disclosure for junior issuers**

For a junior issuer that had negative cash flow from operating activities in its most recently completed financial year for which financial statements have been included in the prospectus, disclose

(a) the period of time the proceeds raised under the prospectus are expected to fund operations,

(b) the estimated total operating costs necessary for the issuer to achieve its stated business objectives during that period of time, and

(c) the estimated amount of other material capital expenditures during that period of time.

In determining cash flow from operating activities, the issuer must include dividends and borrowing costs.

**“8.8. Additional disclosure for issuers with significant equity investees**

(1) An issuer that has a significant equity investee must disclose

(a) summarized financial information of the equity investee, including the aggregated amounts of assets, liabilities, revenue and profit or loss, and

(b) the issuer's proportionate interest in the equity investee and any contingent issuance of securities by the equity investee that might significantly affect the issuer's share of profit or loss.

(2) Provide the disclosure in subsection (1) for the following periods:

(a) the two most recently completed financial years;

(b) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial report included in the prospectus, if any.

(3) Subsection (1) does not apply if

(a) the information required under that subsection has been disclosed in the financial statements included in the prospectus, or

(b) the issuer includes in the prospectus separate financial statements of the equity investee for the periods referred to in subsection (2).”;

(18) by replacing Item 9 with the following:

**“Item 9 Earnings Coverage Ratios****“9.1. Earnings coverage ratios**

(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 annual financial statements included in the 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 an interim financial report of the issuer has been included in the prospectus.

(2) Adjust the ratios referred to in subsection (1) to reflect

(a) the issuance of the securities being distributed under the prospectus, based on the price at which these securities are expected to be distributed,

(b) in the case of a distribution of preferred shares,

(i) the issuance of all preferred shares since the date of the annual financial statements or interim financial report, and

(ii) the repurchase, redemption or other retirement of all preferred shares repurchased, redeemed, or otherwise retired since the date of the annual financial statements or interim financial report and of all preferred shares to be repurchased, redeemed, or otherwise retired from the proceeds to be realized from the sale of securities under the prospectus,

(c) the issuance of all financial liabilities, as defined in accordance with the issuer's GAAP, since the date of the annual financial statements or interim financial report, and

(d) the repayment, redemption or other retirement of all financial liabilities, as defined in accordance with the issuer's GAAP, since the date of the annual financial statements or interim financial report and all financial liabilities to be repaid or redeemed from the proceeds to be realized from the sale of securities distributed under the prospectus.

(e) (deleted)

(3) (deleted)

(4) If the earnings coverage ratio is less than one-to-one, disclose in the prospectus the dollar amount of the numerator required to achieve a ratio of one-to-one.

(5) If the 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 prospectus.

#### INSTRUCTIONS

(1) *Cash flow coverage may be disclosed but only as a supplement to earnings coverage and only if the method of calculation is fully disclosed.*

(2) *Earnings coverage is calculated by dividing an entity's profit or loss (the numerator) by its borrowing costs and dividend obligations (the denominator).*

(3) *For the earnings coverage calculation*

(a) *the numerator should be calculated using consolidated net profit or loss before borrowing costs and income taxes;*

(b) *imputed interest income from the proceeds of a distribution should not be added to the numerator;*

(c) *(deleted)*

(d) *for distributions of debt securities, the appropriate denominator is borrowing costs, after giving effect to the new debt securities issue and any retirement of obligations, plus the borrowing costs that have been capitalized during the period;*

(e) *for distributions of preferred shares*

(i) *the appropriate denominator is dividends declared during the period, together with undeclared dividends on cumulative preferred shares, after giving effect to the new preferred share issue, plus the issuer's annual borrowing cost requirements, including the borrowing costs that have been capitalized during the period, less any retirement of obligations, and*

(ii) *dividends should be grossed-up to a before-tax equivalent using the issuer's effective income tax rate; and*

(f) *for distributions of both debt securities and preferred shares, the appropriate denominator is the same as for a preferred share issue, except that the denominator should also reflect the effect of the debt securities being offered pursuant to the prospectus.*

(4) *The denominator represents a pro forma calculation of the aggregate of an issuer's borrowing cost obligations on all financial liabilities and dividend obligations (including both dividends declared and undeclared dividends on cumulative preferred shares) with respect to all outstanding preferred shares, as adjusted to reflect*

(a) *the issuance of all financial liabilities and, in addition in the case of an issuance of preferred shares, all preferred shares issued, since the date of the annual financial statements or interim financial report;*

(b) *the issuance of the securities that are to be distributed under the prospectus, based on a reasonable estimate of the price at which these securities will be distributed; and*

(c) *the repayment or redemption of all financial liabilities since the date of the annual financial statements or interim financial report, all financial liabilities to be repaid or redeemed from the proceeds to be realized from the sale of securities under the prospectus and, in addition, in the case of an issuance of preferred shares, all preferred shares repaid or redeemed since the date of the annual financial statements or interim financial report and all preferred shares to be repaid or redeemed from the proceeds to be realized from the sale of securities under the prospectus.*

(d) *(deleted)*

(5) *(deleted)*

(6) *For debt securities, disclosure of earnings coverage shall include language similar to the following, with the bracketed and bulleted information completed:*

*“[Name of the issuer]’s borrowing cost requirements, after giving effect to the issue of [the debt securities to be distributed under the prospectus], amounted to \$• for the 12 months ended •. [Name of the issuer]’s profit or loss before borrowing costs and income tax for the 12 months then ended was \$•, which is • times [name of the issuer]’s borrowing cost requirements for this period.”*

(7) *For preferred share issues, disclosure of earnings coverage shall include language similar to the following, with the bracketed and bulleted information completed:*



“[Name of the issuer]’s dividend requirements on all of its preferred shares, after giving effect to the issue of [the preferred shares to be distributed under the prospectus], and adjusted to a before-tax equivalent using an effective income tax rate of •%, amounted to \$• for the 12 months ended •. [Name of the issuer]’s borrowing cost requirements for the 12 months then ended amounted to \$•. [Name of the issuer]’s profit or loss before borrowing costs and income tax for the 12 months ended • was \$•, which is • times [name of the issuer]’s aggregate dividend and borrowing cost requirements for this period.”

(8) *Other earnings coverage calculations may be included as supplementary disclosure to the required earnings coverage calculations outlined above as long as their derivation is disclosed and they are not given greater prominence than the required earnings coverage calculations.”;*

(19) by replacing, in subparagraph (b) of paragraph (8) of section 10.3, the word “income” with the word “profit”;

(20) by replacing, in the instruction under section 10.9, the word “derivatives” with the words “derivative instruments”;

(21) by replacing, in the French text of the title of Item 26, the word “**Vérificateurs**” with the word “**Auditeurs**”;

(22) by replacing the French text of section 26.1 with the following:

**“26.1. Auditeurs**

Indiquer le nom et l’adresse de l’auditeur de l’émetteur.”;

(23) by replacing paragraph (c) of section 32.1 with the following:

“(c) the restated combined financial statements of the issuer and any other entity with which the issuer completed a transaction within three years before the date of the prospectus or proposes to complete a transaction, if the issuer accounted for or will account for the transaction as a combination in which all of the combining entities or businesses ultimately are controlled by the same party or parties both before and after the combination, and that control is not temporary.”;

(24) by replacing sections 32.2 to 32.4 with the following:

**“32.2. Annual financial statements**

(1) Subject to section 32.4, include annual financial statements of the issuer consisting of

(a) a statement of comprehensive income, a statement of changes in equity, and a statement of cash flows for each of the three most recently completed financial years ended more than

(i) 90 days before the date of the prospectus, or

(ii) 120 days before the date of the prospectus, if the issuer is a venture issuer,

(b) a statement of financial position as at the end of the two most recently completed financial years described in paragraph (a),

(c) a statement of financial position as at the beginning of the earliest comparative period for which financial statements that are included in the prospectus comply with IFRS in the case of an issuer that

(i) discloses in its annual financial statements an explicit and unreserved statement of compliance with IFRS, and

(ii) does any of the following

(A) applies an accounting policy retrospectively in its annual financial statements,

(B) makes a retrospective restatement of items in its annual financial statements, or

(C) reclassifies items in its annual financial statements,

(d) in the case of an issuer's first IFRS financial statements, the opening IFRS statement of financial position at the date of transition to IFRS, and

(e) notes to the annual financial statements.

(1.1) If an issuer presents the components of profit or loss in a separate income statement, the separate income statement must be displayed immediately before the statement of comprehensive income filed under subsection (1).

(2) If the issuer has not completed three financial years, include the financial statements described under subsection (1) for each completed financial year ended more than

(a) 90 days before the date of the prospectus, or

(b) 120 days before the date of the prospectus, if the issuer is a venture issuer.

(3) If the issuer has not included in the prospectus financial statements for a completed financial year, include the financial statements described under subsection (1) or (2) for a period from the date the issuer was formed to a date not more than 90 days before the date of the prospectus.

(4) If an issuer changed its financial year end during any of the financial years referred to in this section and the transition year is less than nine months, the transition year is deemed not to be a financial year for the purposes of the requirement to provide financial statements for a specified number of financial years in this section.

(5) Notwithstanding subsection (4), all financial statements of the issuer for a transition year referred to in subsection (4) must be included in the prospectus.

(6) Subject to section 32.4, if financial statements of any predecessor entity, business or businesses acquired by the issuer, or of any other entity are required under this section, then include

(a) statements of comprehensive income, statements of changes in equity, and statements of cash flow for the entities or businesses for as many periods before the acquisition as may be necessary so that when these periods are added to the periods for which the issuer's statements of comprehensive income, statements of changes in equity, and statements of cash flow are included in the prospectus, the results of the entities or businesses, either separately or on a consolidated basis, total three years,

(b) statements of financial position for the entities or businesses for as many periods before the acquisition as may be necessary so that when these periods are added to the periods for which the issuer's statements of financial position are included in the prospectus, the financial position of the entities or businesses, either separately or on a consolidated basis, total two years,

(c) if the entities or businesses have not completed three financial years, the financial statements described under paragraphs (a) and (b) for each completed financial year of the entities or businesses for which the issuer's financial statements in the prospectus do not include the financial statements of the entities or businesses, either separately or on a consolidated basis, and ended more than

(i) 90 days before the date of the prospectus, or

(ii) 120 days before the date of the prospectus, if the issuer is a venture issuer.

(d) if an entity's or business's first IFRS financial statements are included under paragraphs (a), (b) or (c), the opening IFRS statement of financial position at the date of transition to IFRS, and

(e) a statement of financial position as at the beginning of the earliest comparative period for which financial statements that are included in the prospectus comply with IFRS in the case of an issuer that

(i) discloses in its annual financial statements an explicit and unreserved statement of compliance with IFRS, and

(ii) does any of the following

(A) applies an accounting policy retrospectively in its financial statements,

(B) makes a retrospective restatement of items in its financial statements, or

(C) reclassifies items in its financial statements.

### **“32.3. Interim financial report**

(1) Include a comparative interim financial report of the issuer for the most recent interim period, if any, ended

(a) subsequent to the most recent financial year in respect of which annual financial statements of the issuer are included in the prospectus, and

(b) more than

(i) 45 days before the date of the prospectus, or

(ii) 60 days before the date of the prospectus if the issuer is a venture issuer.

(2) The interim financial report referred to in subsection (1) must include

(a) a statement of financial position as at the end of the interim period and a statement of financial position as at the end of the immediately preceding financial year, if any,

(b) a statement of comprehensive income, a statement of changes in equity, and a statement of cash flows, all for the year-to-date interim period, and comparative financial information for the corresponding interim period in the immediately preceding financial year, if any,

(c) for interim periods other than the first interim period in an issuer's financial year, a statement of comprehensive income for the three month period ending on the last day of the interim period and comparative financial information for the corresponding period in the immediately preceding financial year, if any,

(d) a statement of financial position as at the beginning of the earliest comparative period for which financial statements that are included in the prospectus comply with IFRS in the case of an issuer that

(i) discloses in its interim financial report compliance with International Accounting Standard 34 *Interim Financial Reporting*, and

(ii) does any of the following

(A) applies an accounting policy retrospectively in its interim financial report,

(B) makes a retrospective restatement of items in its interim financial report, or

(C) reclassifies items in its interim financial report,

(e) in the case of the first interim financial report required to be filed in the year of adopting IFRS, the opening IFRS statement of financial position at the date of transition to IFRS, and

(f) notes to the interim financial report.

(3) If an issuer presents the components of profit or loss in a separate income statement, the separate income statement must be displayed immediately before the statement of comprehensive income filed under subsection (2).

(4) If the issuer is required to include under subsection 32.3(1), a comparative interim financial report of the issuer for the second or third interim period in the year of adopting IFRS, include

(a) the issuer's first interim financial report in the year of adopting IFRS, or

(b) both

(i) the opening IFRS statement of financial position at the date of transition to IFRS, and

(ii) the annual and date of transition to IFRS reconciliations required by IFRS 1 *First-time Adoption of International Financial Reporting Standards* to explain how the transition from previous GAAP to IFRS affected the issuer's reported financial position, financial performance and cash flows.

(5) Subsection (4) does not apply to an issuer that was a reporting issuer in at least one jurisdiction immediately before filing the prospectus.

#### “32.4. Exceptions to financial statement requirements

Despite section 32.2, an issuer is not required to include the following financial statements in a prospectus

(a) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, if the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus,

(b) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the financial statements for the second most recently completed financial year, if

(i) the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus, and

(ii) the issuer includes financial statements for a financial year ended less than

(A) 90 days before the date of the prospectus, or

(B) 120 days before the date of the prospectus, if the issuer is a venture issuer,

(c) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the statement of financial position for the second most recently completed financial year, if the issuer includes financial statements for a financial year ended less than 90 days before the date of the prospectus,

(d) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the financial statements for the second most recently completed financial year, if

(i) the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus,

(ii) the issuer includes audited financial statements for a period of at least nine months commencing the day after the most recently completed financial year for which financial statements are required under section 32.2,

(iii) the business of the issuer is not seasonal, and

(iv) none of the financial statements required under section 32.2 are for a financial year that is less than nine months,

(e) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the statement of financial position for the second most recently completed financial year, if

(i) the issuer includes audited financial statements for a period of at least nine months commencing the day after the most recently completed financial year for which financial statements are required under section 32.2,

(ii) the business of the issuer is not seasonal, and

(iii) none of the financial statements required under section 32.2 are for a financial year that is less than nine months, or

(f) the separate financial statements of the issuer and the other entity for periods prior to the date of the transaction, if the restated combined financial statements of the issuer and the other entity are included in the prospectus under paragraph 32.1(c).”;

(25) in section 32.5:

(a) by replacing, in the French text of subparagraph (ii) of paragraph (a), the words “le vérificateur” with the words “l’auditeur”;

(b) by replacing, in paragraph (c), the words “interim financial statements” with the words “interim financial report”;

(c) by replacing, wherever they occur in the French text, the words “la vérification” with the words “l’audit”;

(26) in section 34.1:

(a) in paragraph (1):

(i) by replacing, in subparagraph (c), the word “revenues” with the word “revenue”;

(ii) by replacing subparagraph (g) with the following:

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

(i) revenue;

(ii) profit or loss from continuing operations;

(iii) profit or loss; and

(iv) unless the accounting principles used to prepare the financial statements of the entity permits the preparation of the entity’s statement of financial position without classifying assets and liabilities between current and non-current and the entity 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.”;

(b) by replacing, in the French text of paragraphs (b) and (c) of paragraph (2), the words “à la valeur de consolidation” with the words “selon la méthode de la mise en équivalence”;

(27) by replacing, in subparagraph (ii) of paragraph (e) of section 34.2, the words “interim and annual consolidated” with the words “consolidated interim financial report and consolidated annual”.

(28) in section 35.1:

- (a) by deleting, in paragraph (1), the words “accounted for as”;
  - (b) by replacing, in the French text of paragraph (3), the words “de vérification” with the words “d’audit”;
  - (c) in paragraph (4):
    - (i) in subparagraph (b):
      - (A) by replacing, in subparagraph (iv), the word “income” with the words “profit or loss”;
      - (B) by replacing, in subparagraph (vi), the words “annual audited statements” with the words “audited annual statements”;
    - (ii) by replacing, wherever they occur, the words “date of the acquisition” with the words “acquisition date”;
- (29) in section 35.3:
- (a) by replacing, in the title, the words “**date of acquisition**” with the words “**acquisition date**”;
  - (b) by replacing, in subparagraph (b) of paragraph (1), the words “date of the acquisition” with the words “acquisition date”;
  - (c) by replacing, in subparagraphs (a) and (c) of paragraph (2), the words “date of the acquisition” with the words “acquisition date”;
- (30) by replacing, in the French text of section 35.4, the word “vérifiés” with the word “audités”;
- (31) by replacing, in subparagraphs (a) and (b) of paragraph 3 of section 35.5, the words “date of acquisition” with the words “acquisition date”;
- (32) by replacing, in subparagraphs (a) and (b) of paragraph 3 of section 35.6, the words “date of acquisition” with the words “acquisition date”;
- (33) by replacing, in paragraph (1) of section 35.8, the words “annual and interim financial statements” with the words “annual financial statements and an interim financial report”, and the words “date of the acquisition” with the words “acquisition date”;
- (34) by adding the following after section 37.5:

**“Item 38 Transition**

**38.1. Interim financial report**

- (1) Despite subsection 32.3(1), an issuer may include a comparative interim financial report of the issuer for the most recent interim period, if any, ended
  - (a) subsequent to the most recent financial year in respect of which annual financial statements of the issuer are included in the prospectus, and
  - (b) more than
    - (i) 75 days before the date of the prospectus, or

(ii) 90 days before the date of the prospectus if the issuer is a venture issuer.

(2) Subsection (1) does not apply unless

(a) the comparative interim financial report is the first interim financial report required to be filed in the year of adopting IFRS in respect of an interim period beginning on or after January 1, 2011,

(b) the issuer is a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus, and

(c) the final long form prospectus is filed before July 5, 2012.

### 38.2. Asset-backed securities

(1) Despite subsection 10.3(5), all financial disclosure that describes the underlying pool of financial assets of the issuer for a transition year must be included in the prospectus for the most recent interim period, if any, ended

(a) subsequent to the most recent financial year referred to in paragraphs 10.3(3)(a) and 10.3(3)(b) in respect of which financial disclosure on the underlying pool of financial assets is included in the prospectus, and

(b) more than

(i) 75 days before the date of the prospectus, or

(ii) 90 days before the date of the prospectus if the issuer is a venture issuer.

(2) Subsection (1) does not apply unless

(a) the financial disclosure in respect of the interim period is the first interim financial report required to be filed in the year of adopting IFRS in respect of an interim period beginning on or after January 1, 2011,

(b) the issuer is a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus, and

(c) the final long form prospectus is filed before July 5, 2012.”;

(35) by replacing, wherever they occur in the French text, the words “titres de participation” with the words “titres de capitaux propres”.

8. Form 41-101F2 of the Regulation is amended:

(1) by deleting, in instruction (3), the sentence “*This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.*”;

(2) by replacing, in the French text of instruction (8), the words “à la valeur de consolidation” with the words “selon la méthode de la mise en équivalence”;

(3) by deleting, in item 1.5, the word “reporting”;

(4) by replacing, in item 1.15, the words “interim financial statements” with the words “interim financial report”;



(5) by replacing, in the French text of the instructions of item 3.5, the words “à base de titres” with the words “fondée sur des titres”;

(6) by replacing the French text of item 3.6 with the following:

**“3.6. Frais, charges et rendement**

1) Sous le titre « Sommaire des frais et charges », présenter l’information concernant les frais et charges qui sont payables par le fonds d’investissement et par les investisseurs qui investissent dans celui-ci.

2) L’information requise en vertu de la présente Item doit d’abord consister en un sommaire des frais et charges du fonds d’investissement et de ceux des investisseurs, présenté sous la forme du tableau ci-après, complété comme il se doit, et précédé d’une mention pour l’essentiel en la forme suivante :

« Le présent tableau est une liste des frais et charges que vous pourrez devoir payer si vous investissez dans [indiquer le nom du fonds d’investissement]. Il se peut que vous ayez à acquitter une partie de ces frais et charges directement. Le fonds d’investissement peut devoir assumer une partie de ces frais et charges, ce qui réduira donc la valeur de votre placement dans celui-ci. ».

**Frais et charges payables par le fonds d’investissement** [pour les plans de bourses d’études, Frais et charges payables au moyen des dépôts des souscripteurs]

Type de frais

Description et montant

**Frais et charges directement payables par vous**

Type de frais

Description et montant

3) Décrire les frais et charges suivants indiqués dans le tableau prévu au paragraphe 2 :

**Frais et charges payables par le fonds d’investissement ou au moyen des dépôts des souscripteurs (pour les plans de bourses d’études)**

- a) Frais payables aux placeurs pour la vente de titres;
- b) Frais d’émission;
- c) Frais de gestion [voir l’instruction 1];
- d) Rémunération au rendement;
- e) Frais du conseiller en valeurs;
- f) Frais de la contrepartie (le cas échéant);
- g) Charges opérationnelles [voir les instructions 2 et 3];
- h) Autres frais et charges [préciser le type] [préciser le montant];

**Frais et charges directement payables par vous**

i) Frais d’acquisition [préciser le pourcentage, en pourcentage de \_\_\_];

j) Frais administratifs [préciser le pourcentage, en pourcentage de \_\_\_];

k) Frais de rachat [préciser le pourcentage, en pourcentage de \_\_\_, ou préciser le montant];

l) Frais d'un régime fiscal enregistré [inclure cette information et préciser le type de frais si le régime fiscal enregistré est financé par le fonds d'investissement et s'il est décrit dans le prospectus] [préciser le montant];

m) Autres frais et charges [préciser le type] [préciser le montant].

4) Sous le titre « Rendement annuel et ratio des frais de gestion », indiquer dans le tableau suivant le rendement et le ratio des frais de gestion des cinq dernières années qui figurent dans le dernier rapport annuel de la direction sur le rendement du fonds déposé :

	[année]	[année]	[année]	[année]	[année]
Rendement annuel					
Ratio des frais de gestion					

#### INSTRUCTIONS

1) Donner la liste des montants de frais de gestion, y compris les primes de rendement ou d'incitation pour chaque fonds d'investissement individuellement.

2) Sous le titre « Charges opérationnelles », indiquer si le fonds d'investissement paie la totalité de ses charges opérationnelles et donner la liste des principales composantes de ces charges. Si le fonds d'investissement paie seulement certaines charges opérationnelles et n'est pas responsable du paiement de la totalité de ces charges, modifier la déclaration figurant dans le tableau pour tenir compte de la responsabilité contractuelle du fonds d'investissement à cet égard et indiquer l'identité du responsable du paiement de ces charges.

3) Indiquer tous les frais et charges payables par le fonds d'investissement (par exemple les courtages) et les investisseurs. Fournir également de l'information sur les commissions de vente et de suivi payées par le fonds d'investissement ou les investisseurs.”;

(7) in item 37.1:

(a) by deleting, in the French text of the introductory sentence, “1”;

(b) by replacing, in the French text of paragraph 1, the words “rapport de vérification” with the words “rapport d'audit”;

(c) by replacing paragraph 2 with the following:

“2. Any interim financial report of the investment fund filed after those annual financial statements.”;

(8) in item 38.1:

(a) by replacing, in the French text of paragraph (1), the words “rapport de vérification” with the words “rapport d'audit”;

(b) by replacing, in the French text of paragraph (3), the words “les états financiers vérifiés et le rapport de vérification” with the words “les états financiers audités et le rapport d’audit”;

(c) by replacing, in paragraph (4), the words “opening balance sheet” with the words “opening statement of financial position”;

(9) by replacing, in the title of item 38.2, the word “**Statements**” with the word “**Reports**”;

(10) by replacing, wherever they occur in the French text, the words “vérificateur” and “vérificateurs” with, respectively, the words “auditeur” and “auditeurs”, and making the necessary changes;

(11) by replacing, wherever they occur in the French text, the words “titres de participation” with the words “titres de capitaux propres”, and making the necessary changes.

**9.** The Regulation is amended by replacing, wherever they occur in the French text, the words “états financiers distincts” with the words “états financiers individuels”.

**10.** The Regulation is amended by replacing, wherever it occurs in the French text, the word “vérification” with the word “audit”, except in the expression “comité de vérification”.

**11.** The Regulation is amended by replacing, wherever it occurs in the French text, the word “vérificateur” with the word “auditeur”, and making the necessary changes.

**12.** The Regulation is amended by replacing, wherever it occurs in the French text, the word “vérifiés” with the word “audités”.

**13.** The Regulation is amended by replacing, wherever they occur in the French text, the words “titre de participation” and “titres de participation” with, respectively, the words “titre de capitaux propres” and “titres de capitaux propres”.

**14.** This Regulation only applies to a preliminary prospectus, an amendment to a preliminary prospectus, a final prospectus or an amendment to a final prospectus of an issuer which includes financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.

**15.** This Regulation comes into force on January 1, 2011.