

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

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (19) and (19.1))

1. Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements is amended:

(1) by replacing, in the French text of item 8.4, the words “de ses titres comportant droit de vote ou de ses titres de capitaux propres” with the words “de titres comportant droit de vote ou de titres de capitaux propres de l’émetteur”;

(2) by inserting, after item 26.1, the following:

### **“26.1.1. Auditor that was not a participating audit firm**

(1) If the auditor referred to in section 26.1 was not a participating audit firm, as defined in Regulation 52-108 respecting Auditor Oversight (chapter V-1.1, r. 26), as at the date of the most recent auditor’s report on financial statements included in the prospectus, include a statement in substantially the following form:

“*[Audit Firm A]* audited the financial statements of *[Entity B]* for the year ended *[state the period of the most recent financial statements included in the prospectus]* and issued an auditor's report dated *[state the date of the auditor's report for the relevant financial statements]*. As at *[state the date of the auditor's report for the relevant financial statements]*, *[Audit Firm A]* was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board.”.

(2) If an auditor of the financial statements required by Item 32 was not a participating audit firm, as defined in Regulation 52-108 respecting Auditor Oversight, as at the date of the most recent auditor’s report issued by that auditor on financial statements included in the prospectus, include a statement in substantially the following form:

“*[Audit Firm C]* audited the financial statements of *[Entity D]* for the year ended *[state the period of the most recent financial statements, if any, included in the prospectus under Item 32]* and issued an auditor's report dated *[state the date of the auditor's report for the relevant financial statements]*. As at *[state the date of the auditor's report for the relevant financial statements]*, *[Audit Firm C]* was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board.”.

2. This Regulation comes into force on September 30, 2014.