

REGULATION TO AMEND REGULATION 11-102 RESPECTING PASSPORT SYSTEM

Securities Act
(chapter V-1.1, s. 331.1, par. (1))

1. Regulation 11-102 respecting Passport System (chapter V-1.1, r. 1) is amended by replacing, in Appendix D, the following:

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Take-over bids and issuer bid requirements (TOB/IB) – Restrictions on acquisitions during take-over bid	s.2.2(1) of Regulation 62-104	s.93.1(1)
TOB/IB – Restrictions on acquisitions during issuer bid	s.2.3(1) of Regulation 62-104	s.93.1(4)
TOB/IB – Restrictions on acquisitions before take-over bid	s.2.4(1) of Regulation 62-104	s.93.2(1)
TOB/IB – Restrictions on acquisitions after bid	s.2.5 of Regulation 62-104	s.93.3(1)
TOB/IB – Restrictions on sales during formal bid	s.2.7(1) of Regulation 62-104	s.97.3(1)
TOB/IB – Duty to make bid to all security holders	s.2.8 of Regulation 62-104	s.94
TOB/IB – Commencement of bid	s.2.9 of Regulation 62-104	s.94.1(1) and (2)
TOB/IB – Offeror’s circular	s.2.10 of Regulation 62-104	s.94.2(1) - (4) of <i>Securities Act</i> and s.3.1 of OSC Rule 62-504
TOB/IB – Change in information	s.2.11(1) of Regulation 62-104	s.94.3(1)
TOB/IB – Notice of change	s.2.11(4) of Regulation 62-104	s.94.3(4) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Variation of terms	s.2.12(1) of Regulation 62-104	s.94.4(1)

TOB/IB – Notice of variation	s.2.12(2) of Regulation 62-104	s.94.4(2) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Expiry date of bid if notice of variation	s.2.12(3) of Regulation 62-104	s.94.4(3)
TOB/IB – No variation after expiry	s.2.12(5) of Regulation 62-104	s.94.4(5)
TOB/IB – Filing and sending notice of change or notice of variation	s.2.13 of Regulation 62-104	s.94.5
TOB/IB – Change or variation in advertised take-over bid	s.2.14(1) of Regulation 62-104	s.94.6(1)
TOB/IB – Consent of expert – bid circular	s.2.15(2) of Regulation 62-104	s.94.7(1)
TOB/IB – Delivery and date of bid documents	s.2.16(1) of Regulation 62-104	s.94.8(1)
TOB/IB – Duty to prepare and send directors’ circular	s.2.17 of Regulation 62-104	s.95(1)–(4) of <i>Securities Act</i> and s.3.2 of OSC Rule 62-504
TOB/IB – Notice of change	s.2.18 of Regulation 62-104	s.95.1(1) and (2) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Filing directors’ circular or notice of change	s.2.19 of Regulation 62-104	s.95.2
TOB/IB – Change in information in director’s or officer’s circular or notice of change	s.2.20(2) of Regulation 62-104	s.96(2)
TOB/IB – Form of director’s or officer’s circular	s.2.20(3) of Regulation 62-104	s.96(3) of <i>Securities Act</i> and s.3.3 of OSC Rule 62-504
TOB/IB – Send director’s or officer’s circular or notice of change to securityholders	s.2.20(5) of Regulation 62-104	s.96(5)

TOB/IB – File and send to offeror director’s or officer’s circular or notice of change	s.2.20(6) of Regulation 62-104	s.96(6)
TOB/IB – Form of notice of change for director’s or officer’s circular	s.2.20(7) of Regulation 62-104	s.96(7) of <i>Securities Act</i> and s.3.4 of OSC Rule 62-504
TOB/IB – Consent of expert, directors’ circular, etc.	s.2.21 of Regulation 62-104	s.96.1
TOB/IB – Delivery and date of offeree issuer’s documents	s.2.22(1) of Regulation 62-104	s.96.2(1)
TOB/IB – Consideration	s.2.23(1) of Regulation 62-104	s.97(1)
TOB/IB – Variation of consideration	s.2.23(3) of Regulation 62-104	s.97(3)
TOB/IB – Prohibition against collateral agreements	s.2.24 of Regulation 62-104	s.97.1(1)
TOB/IB – Proportionate take up and payment	s.2.26(1) of Regulation 62-104	s.97.2(1)
TOB/IB – Financing arrangements	s.2.27(1) of Regulation 62-104	s.97.3(1)
TOB/IB – Minimum deposit period	s.2.28 of Regulation 62-104	s.98(1)
TOB/IB – Prohibition on take up	s.2.29 of Regulation 62-104	s.98(2)
TOB/IB – Obligation to take up and pay for deposited securities	s.2.32 of Regulation 62-104	s.98.3
TOB/IB – Return of deposited securities	s.2.33 of Regulation 62-104	s.98.5
TOB/IB – News release on expiry of bid	s.2.34 of Regulation 62-104	s.98.6
TOB/IB – Language of bid documents	s.3.1 of Regulation 62-104	n/a
TOB/IB – Filing of documents by offeror	s.3.2(1) of Regulation 62-104	s.98.7 of <i>Securities Act</i> and s.5.1(1) of OSC Rule 62-504

TOB/IB – Filing of documents by offeree issuer	s.3.2(2) of Regulation 62-104	s.5.1(2) of OSC Rule 62-504
TOB/IB – Time period for filing	s.3.2(3) of Regulation 62-104	s.5.1(3) of OSC Rule 62-504
TOB/IB – Filing of subsequent agreement	s.3.2(4) of Regulation 62-104	s.5.1(4) of OSC Rule 62-504
TOB/IB – Certification of bid circulars	s.3.3(1) of Regulation 62-104	s.99(1)
TOB/IB – All directors and officers sign	s.3.3(2) of Regulation 62-104	s.99(2)
TOB/IB – Certification of directors’ circular	s.3.3(3) of Regulation 62-104	s.99(3)
TOB/IB – Certification of individual director’s or officer’s circular	s.3.3(4) of Regulation 62-104	s.99(4)
TOB/IB – Obligation to provide security holder list	s.3.4(1) of Regulation 62-104	s.99.1(1)
TOB/IB – Application of <i>Canada Business Corporations Act</i>	s.3.4(2) of Regulation 62-104	s.99.1(2)
TOB/IB – Early Warning	s.5.2 of Regulation 62-104	s.102.1(1) – (4) of <i>Securities Act</i> and s.7.1 of OSC Rule 62-504
TOB/IB – Acquisitions during bid	s.5.3 of Regulation 62-104	s.102.2(1) and (2) of <i>Securities Act</i> and s.7.2(1) of OSC Rule 62-504
TOB/IB – Copies of news release and report	s.5.5 of Regulation 62-104	s.7.2(3) of OSC Rule 62-504

with the following:

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Take-over bid and issuer bid requirements	Regulation 62-104
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2. The Regulation is amended by deleting, in Appendix E and under the title “Ontario”, “Rule 62-504 Take-Over Bids and Issuer Bids ((2007), 31 OSCB 1289).”, with the necessary changes.

3. Except in Ontario, this Regulation comes into force on May 9, 2016. In Ontario, this Regulation comes into force on the later of the following:

(1) May 9, 2016;

(2) the day on which sections 1, 2 and 3, subsections (2) and (3) of section 4, and sections 5, 7, 8 and 10 of Schedule 18 of the Budget Measures Act, 2015 are proclaimed into force.