

““designated rating organization” means

- (a) if designated under securities legislation, any of
  - (i) DBRS Limited, Fitch Ratings, Inc., Kroll Bond Rating Agency, Inc., Moody’s Canada Inc. or S&P Global Ratings Canada,
  - (ii) a successor credit rating organization of a credit rating organization listed in subparagraph (i); or
- (b) any other credit rating organization designated under securities legislation;”.

(2) by inserting, after the definition of the expression “short form eligible exchange”, the following:

““successor credit rating organization” means, with respect to a credit rating organization, any credit rating organization that succeeded to or otherwise acquired all or substantially all of another credit rating organization’s business in Canada, whether through a restructuring transaction or otherwise, if that business was, at any time, owned by the first-mentioned credit rating organization;”.

2. Section 8.1 of the Regulation is amended by inserting, in paragraph (4) and after the words “Except in”, the words “Alberta and”.

3. This Regulation comes into force on June 12, 2018.

103508

## M.O., 2018-01

### Order number V-1.1-2018-01 of the Minister of Finance dated 24 May 2018

Securities Act  
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 45-102 respecting Resale of Securities and the Regulation to amend Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations

WHEREAS subparagraphs 11 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 45-102 respecting Resale of Securities approved by ministerial order no. 2005-21 dated August 12, 2005 (2005, *G.O.* 2, 3648);

WHEREAS the Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations was made by ministerial order 2009-04 dated September 9, 2009 (2009, *G.O.* 2, 3309A);

WHEREAS there is cause to amend those regulations;

WHEREAS the draft Regulation to amend Regulation 45-102 respecting Resale of Securities and the draft Regulation to amend Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations were published in the *Bulletin de l’Autorité des marchés financiers*, vol. 14, no. 25 of June 19, 2017;

WHEREAS the *Autorité des marchés financiers* made, on May 2, 2018, by the decision no. 2018-PDG-0030, Regulation to amend Regulation 45-102 respecting Resale of Securities and, by the decision no. 2018-PDG-0031, Regulation to amend Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 45-102 respecting Resale of Securities and the Regulation to amend Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations appended hereto.

May 24, 2018

CARLOS LEITÃO,  
*Minister of Finance*

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## REGULATION TO AMEND REGULATION 45-102 RESPECTING RE SALE OF SECURITIES

### Securities Act

(chapitre V-1.1, s. 331.1, par. (11) and (34))

1. Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20) is amended by inserting, before Part 1, the following text box:

“

*Text boxes in this Regulation located below sections 2.14 and 2.15 refer to local regulations in Alberta and Ontario. These text boxes do not form part of this Regulation and have no official status.*

”.

2. Section 2.14 of the Regulation is amended by adding, after paragraph (2), the following:

“(3) This section does not apply in Alberta and Ontario.

*In Ontario, section 2.7 of Ontario Securities Commission Rule 72-503 Distributions Outside Canada provides a similar exemption to the exemption in section 2.14 of this Regulation. In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides a similar exemption to the exemption in section 2.14 of this Regulation.*

”.

3. The Regulation is amended by adding, after section 2.14, the following:

### **“2.15. First Trades in Securities of a Non-Reporting Foreign Issuer Distributed under a Prospectus Exemption**

(1) In this section

“executive officer” means, for an issuer, an individual who is

(a) a chair, vice-chair or president;

(b) a chief executive officer or a chief financial officer, or

(c) in charge of a principal business unit, division or function including sales, finance or production and that fact is disclosed in any of the following documents:

(i) the issuer’s most recent disclosure document containing that information that is publicly available in a foreign jurisdiction where its securities are listed or quoted;

(ii) the offering document provided by the issuer in connection with the distribution of the security that is the subject of the trade;

“foreign issuer” means an issuer that is not incorporated or organized under the laws of Canada, or a jurisdiction of Canada, unless any of the following applies:

(a) the issuer has its head office in Canada;

(b) the majority of the executive officers or directors of the issuer ordinarily reside in Canada.

(2) The prospectus requirement does not apply to the first trade of a security distributed under an exemption from the prospectus requirement if all of the following apply:

(a) the issuer of the security was a foreign issuer on the distribution date;

(b) the issuer of the security

(i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or

(ii) is not a reporting issuer in any jurisdiction of Canada on the date of the trade;

(c) the trade is made

(i) through an exchange, or a market, outside of Canada, or

(ii) to a person outside of Canada.

(3) The prospectus requirement does not apply to the first trade of an underlying security if all of the following apply:

(a) the convertible security, exchangeable security or multiple convertible security that, directly or indirectly, entitled or required the holder to acquire the underlying security was distributed under an exemption from the prospectus requirement;

(b) the issuer of the underlying security was a foreign issuer on the distribution date;

(c) the issuer of the underlying security

(i) was not a reporting issuer in any jurisdiction of Canada on the distribution date, or

(ii) is not a reporting issuer in any jurisdiction of Canada on the date of trade;

(d) the trade is made

(i) through an exchange, or a market, outside of Canada, or

(ii) to a person outside of Canada.

- (4) This section does not apply in Alberta and Ontario.

*In Ontario, section 2.8 of Ontario Securities Commission Rule 72-503 Distributions Outside Canada provides a similar exemption to the exemption in section 2.15 of this Regulation. In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides a similar exemption to the exemption in section 2.15 of this Regulation.*

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4. Appendix D of the Regulation is amended by inserting, in section 1 and after “as well as the following local exemptions from the prospectus requirement”, the following:

“- section 2.4 of Ontario Securities Commission Rule 72-503 *Distributions Outside of Canada*;”.

5. This Regulation comes into force on June 12, 2018.

**REGULATION TO AMEND REGULATION 31-103 RESPECTING  
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING  
REGISTRANT OBLIGATIONS**

Securities Act  
(chapter V-1.1, s. 331.1, par. (11))

1. Section 8.16 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10) is amended, in paragraph (3), by replacing subparagraph (b) with the following and making the necessary changes:

“(b) the conditions of one of the following exemptions are satisfied:

(i) except in Alberta and Ontario, section 2.14 or 2.15 of Regulation 45-102 respecting Resale of Securities (chapter V-1.1, r. 20);

(ii) in Ontario, section 2.7 or 2.8 of Ontario Securities Commission Rule 72-503 *Distributions Outside Canada*;

(iii) in Alberta, exemptions similar to the exemptions set out in subparagraph (i) as made by the securities regulatory authority in Alberta.

*In Alberta, Alberta Securities Commission Blanket Order 45-519 Prospectus Exemptions for Resale Outside Canada provides similar exemptions to the exemptions in section 2.14 and 2.15 of Regulation 45-102 respecting Resale of Securities.*

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2. This Regulation comes into force on June 12, 2018.