

## REGULATION TO AMEND REGULATION 33-105 RESPECTING UNDERWRITING CONFLICTS\*

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, pars. (26) and (34); 2008, c. 24; s. 225, 2009, c. 25, s. 45)

**I.** Section 1.1 of Regulation 33-105 respecting Underwriting Conflicts is amended:

(1) in the definition of “connected issuer”:

(a) by replacing, wherever it appears, the word “registrant” with the words “specified firm registrant”;

(b) by inserting, after the words “un dirigeant”, wherever they appear in the French text, “, un administrateur”;

(2) in the definition of “professional group”:

(a) by replacing, wherever it appears, the word “registrant” with the words “specified firm registrant”;

(b) by inserting, in the French text and after the word “associés”, “, les administrateurs”;

(3) by deleting the definition of “registrant”;

(4) in the definition of “influential securityholder”:

(a) by replacing, in paragraph (d), the words “the registrant” with the words “specified firm registrant”;

(b) by inserting, in the French text and after the word “dirigeants”, “, administrateurs”;

(5) by adding, after the definition of “special warrant”, the following, and making the necessary changes:

“ “specified firm registrant” means a person registered, or required to be registered, under securities legislation as a registered dealer, registered adviser or registered investment fund manager.”;

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\* Regulation 33-105 respecting Underwriting Conflicts, approved by Ministerial Order No. 2005-14 dated August 2, 2005 (2005, G.O. 2, 3551), has not been amended since its approval.

(6) by deleting, wherever they appear, the words “or company” and “or companies”.

**2.** The Regulation is amended:

(1) by replacing, wherever it appears, the word “registrant” with the words “specified firm registrant”;

(2) by deleting, wherever they appear, the words “or company” and “or companies”.

**3.** Appendix A of Regulation 33-105 respecting Underwriting Conflicts is replaced with the following:

**“APPENDIX A  
EXEMPT SECURITIES**

<b>Jurisdiction</b>	<b>Section Legislation Reference</b>
ALL	Sections 2.20, 2.21, 2.35, 2.38 and 2.39 of Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order No. 2005-20 dated August 12, 2005
ALL EXCEPT ONTARIO	Sections 2.34, 2.36 and 2.37 of Regulation 45-106 respecting Prospectus and Registration Exemptions
ALBERTA	Section 87(h), (h.1) and (h.2) of the Securities Act (R.S.A. 2000, c. S-4)
MANITOBA	Subsection 19(2)(g) and (h) of the Securities Act (C.C.S.M. c. S50)
NEWFOUNDLAND AND LABRADOR	Subsections 36(2)(h) and (i) of the Securities Act (R.S.N.L. 1990, c. S-13)
NOVA SCOTIA	Clause 41(2)(i) of the Securities Act (R.S.N.S. 1989, c. 418)

ONTARIO	<p>Paragraphs 73(1)(a) and (b) of the Securities Act (R.S.O. 1990, c. S.5)</p> <p>Sections 2.4 to 2.6 of OSC Rule 45-501</p> <p>Paragraphs 2.34(2)(b),(d.1),(e) and (f) of Regulation 45-106 respecting Prospectus and Registration Exemptions</p>
PRINCE EDWARD ISLAND	Subsection 2(4)(f) and (g) of the Securities Act (R.S.P.E.I. 1988, c. S-3)
QUÉBEC	Section 41 of the Securities Act (R.S.Q., c. V-1.1)
SASKATCHEWAN	Subsection 39(2)(i) and (j) of The Securities Act, 1988 (S.S. 1988-89, c. S-42.2)".

- 4.** This Regulation comes into force on September 28, 2009.