

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (4.1), (6.1.1) and (8))

1. Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended by inserting, after section 2.4, the following part:

“PART 2A ACCESS TO A PROSPECTUS

2A.1. Application

This Part does not apply in respect of

- (a) a prospectus to distribute rights,
- (b) a prospectus filed under Regulation 44-102 respecting Shelf Distributions (chapter V-1.1, r. 17) or Regulation 44-103 respecting Post-Receipt Pricing (chapter V-1.1, r. 18), and
- (c) a prospectus to distribute securities of an investment fund.

2A.2. Access equals delivery

- (1) This section does not apply in British Columbia.
- (2) The requirement under securities legislation to deliver or send a prospectus or any amendment is satisfied when access to the document has been provided in accordance with subsection 2A.3(3) or (6).
- (3) The prospectus or any amendment is delivered or sent on the date that access to the document has been provided in accordance with subsection 2A.3(3) or (6).
- (4) The prospectus or any amendment is received on the date the document has been delivered or sent in accordance with subsection (3).
- (5) Except in Saskatchewan, if the final prospectus or any amendment is delivered or sent in accordance with subsection 2A.3(3), the right to withdraw from, or in Quebec the right to rescind, an agreement to purchase a security provided to a purchaser under securities legislation may be exercised within 2 business days after the later of
 - (a) the date the document is received in accordance with subsection (4),and
 - (b) the date that the purchaser has entered into the agreement to purchase the security.
- (6) In Saskatchewan, if the final prospectus or any amendment has been delivered or sent in accordance with subsection 2A.3(3), a purchaser that is not a registrant may cancel a purchase if the purchaser has not sold or otherwise transferred beneficial ownership of the security and the person from whom the purchaser purchased the security receives notice in writing to cancel the agreement of purchase and sale for the security at any time up to 2 business days after the later of
 - (a) the date that the document is received in accordance with subsection (4), and

(b) the date that the purchaser has entered into the agreement to purchase the security.

2A.3. Procedures

(1) This section does not apply in British Columbia.

(2) A final prospectus or any amendment must be delivered or sent by providing access to the document, unless the document is delivered or sent pursuant to another procedure prescribed by securities legislation.

(3) Access to the final prospectus or any amendment has been provided if

(a) the document has been filed on SEDAR and a receipt has been issued for the document, and

(b) on the same day the document was filed, a news release has been issued and filed on SEDAR that states

(i) in the title of the news release, that the document is available,

(ii) that the document is accessible at www.sedar.com,

(iii) the securities that are offered under the document, and

(iv) the following:

“An electronic or paper copy of the final prospectus or any amendment may be obtained, without charge, from [*insert contact information for the issuer or dealer, as applicable*] by providing the contact with an email address or address, as applicable.”.

(4) If a prospective purchaser requests a copy of the preliminary prospectus or any amendment, or a purchaser requests a copy of the final prospectus or any amendment, from the issuer or dealer, a copy of the document must be sent by the issuer or dealer within 2 business days and without charge to the prospective purchaser or purchaser at the email address or address specified in the request.

(5) Except if a prospective purchaser indicates an interest in purchasing a security and requests a copy of the preliminary prospectus or any amendment, such document that is required to be delivered or sent must be delivered or sent by providing access to the document, unless the document is delivered or sent pursuant to another procedure prescribed by securities legislation.

(6) Access to the preliminary prospectus or any amendment has been provided if the issuer has filed on SEDAR, and a receipt has been issued for, the document.

2A.4. Exemption from requirement to send prospectus – British Columbia

(1) In British Columbia, a dealer is exempt from a requirement under securities legislation to send a final prospectus or any amendment if

(a) the document has been filed on SEDAR and a receipt has been issued for the document, and

(b) on the same day the document was filed, a news release has been issued and filed on SEDAR that states

(i) in the title of the news release, that the document is available,

- (ii) that the document is accessible at www.sedar.com,
- (iii) the securities that are offered under the document, and
- (iv) the following:

“An electronic or paper copy of the final prospectus or any amendment may be obtained, without charge, from [*insert contact information for the issuer or dealer, as applicable*] by providing the contact with an email address or address, as applicable.”.

(2) In British Columbia, a dealer or issuer that solicits an expression of interest from a prospective purchaser is exempt from the requirement in securities legislation to send a copy of the preliminary prospectus or any amendment to the prospective purchaser if the document has been filed on SEDAR and a receipt has been issued for the document.

(3) If a purchaser requests a copy of the final prospectus or any amendment from the issuer or dealer, a copy of the document must be sent by the issuer or dealer within 2 business days and without charge to the purchaser at the email address or address specified in the request.

(4) If a dealer relies on subsection (1), an agreement of purchase and sale is not binding on a purchaser if the dealer from whom the purchaser purchases the security receives written notice sent by the purchaser, evidencing the intention of the purchaser not to be bound by the agreement, not later than 2 business days after the later of

- (a) the date that conditions referred to in subsection (1) are satisfied, and
- (b) the date of the agreement.

(5) Subsection (4) does not apply if the purchaser

- (a) is a registrant, or
- (b) disposes of the beneficial ownership of the security referred to in subsection (4), otherwise than to realize on collateral given for debt, before the end of the time referred to in subsection (4).

(6) For the purposes of this section, receipt of the notice referred to in subsection (4) by a dealer that acted as agent of the seller with respect to the sale of the security referred to in subsection (1) is deemed to be receipt by the seller on the date on which the dealer received the notice.”.

2. Section 13.1 of the Regulation is amended, in the legend under paragraph (1), by inserting the words “and is available on SEDAR” after the words “certain jurisdictions of Canada” and by deleting the words “name and”.

3. Section 13.2 of the Regulation is amended, in the legend under paragraph (1), by inserting the words “and is available on SEDAR” after the words “securities being offered” and by deleting the words “name and”.

4. Sections 13.5 and 13.6 of the Regulation are amended, in the legend under paragraph (2), by inserting the words “and is available on SEDAR” after “[each of/certain of the provinces/provinces and territories of Canada]”.

5. Section 13.7 of the Regulation is amended:

- (1) by replacing, in paragraph (1), subparagraph (g) with the following:

“(g) the investment dealer

(i) includes, in the marketing materials, a statement that the preliminary prospectus or any amendment is available on SEDAR, or

(ii) provides, with the marketing materials, a copy of the preliminary prospectus or any amendment.”;

(2) in the legend under subsection (5), by inserting “and is available on SEDAR. Copies of the preliminary prospectus or any amendment may be obtained from [insert contact information for dealer or other relevant person or entity.]” after “[each of/certain of the provinces/provinces and territories of Canada]” and by deleting the sentence “A copy of the preliminary prospectus, and any amendment, is required to be delivered with this document.”.

6. Section 13.8 of the Regulation is amended:

(1) by replacing, in paragraph (1), subparagraph (g) with the following:

“(g) the investment dealer

(i) includes, in the marketing materials, a statement that the final prospectus or any amendment is available on SEDAR, or

(ii) provides, with the marketing materials, a copy of the final prospectus or any amendment.”.

(2) in the legend under subsection (5), by inserting “and is available on SEDAR. Copies of the final prospectus or any amendment may be obtained from [insert contact information for dealer or other relevant person or entity.]” after “[each of/certain of the provinces/provinces and territories of Canada]” and by deleting the sentence “A copy of the final prospectus, and any amendment, is required to be delivered with this document.”.

7. Section 13.9 of the Regulation is amended:

(1) by replacing, in paragraph (3), subparagraph (c) with the following:

“(c) make an oral statement at the commencement of the road show that the preliminary prospectus or any amendment is available on SEDAR, or provide the investor with a copy of the preliminary prospectus or any amendment.”;

(2) by adding, in the statement under paragraph (4) and after the second sentence, the sentence “The preliminary prospectus or any amendment is available on SEDAR.”.

8. Section 13.10 of the Regulation is amended:

(1) by replacing, in paragraph (3), subparagraph (c) with the following:

“(c) make an oral statement at the commencement of the road show that the final prospectus or any amendment is available on SEDAR, or provide the investor with a copy of the final prospectus or any amendment.”;

(2) by adding, in the statement under paragraph (4) and after the second sentence, the sentence “The final prospectus or any amendment is available on SEDAR.”.

9. Section 14.8 of the Regulation is amended, in the French text:

(1) by replacing, in paragraph (2), the words “à titre de dépôt de garantie” with the words “à titre de marge” and the words “le montant du dépôt de garantie, ajouté au montant de la garantie” with the words “le montant de la marge, ajouté à celui de la marge”;

(2) in paragraph (3):

(a) by replacing, in the text preceding subparagraph (a), the words “à titre de dépôt de garantie” with the words “à titre de marge”;

(b) by replacing, in subparagraph (c), the words “le montant du dépôt de garantie, ajouté au montant de la couverture” with the words “le montant de marge déposée, ajouté à celui de la marge”.

10. Section 16.1 of the Regulation is amended by inserting, after the words “Except in Ontario,”, “and despite subsection 2A.3(5),”.

11. Appendix A of the Regulation is amended by replacing, in Schedule 3, the address of the securities regulatory authority in Québec with the following:

“Autorité des marchés financiers
Attention: Responsable de l'accès à l'information
800, rue du Square-Victoria, 22^e étage
C.P. 246, Place Victoria
Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337
Toll Free in Québec: (877) 525-0337
www.lautorite.qc.ca”.

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

(1) by inserting, after item 1.10, the following:

“1.10.1. Right of withdrawal

Include a cross-reference to the section in the prospectus or any amendment where information about the right to withdraw from an agreement to purchase securities is provided.”;

(2) by inserting, after item 30.1, the following:

“30.1.1. Access procedures – general

If the issuer intends to issue and file, under subsection 2A.3(3) or 2A.4(1) of the Regulation, or under subsection 2A.3(3) or 2A.4(1) of Regulation 44-103 respecting Post-Receipt Pricing (chapter V-1.1, r. 18), a news release announcing that the prospectus or any amendment is available on SEDAR, replace the second sentence in the statement required under section 30.1 with a sentence in substantially the following form:

“This right may be exercised within 2 business days after the later of (a) the date that the issuer (i) filed the prospectus or any amendment on SEDAR and a receipt is issued for the document, and (ii) issued and filed a news release on SEDAR announcing that the document is available, and (b) the date that the purchaser has entered into an agreement to purchase the securities.”;

(3) by inserting, after item 30.2, the following:

“30.2.1. Access procedures – non-fixed price offerings

In the case of a non-fixed price offering, if the issuer intends to issue and file, under subsection 2A.3(3) or 2A.4(1) of the Regulation, or under subsection 2A.3(3) or 2A.4(1) of Regulation 44-103 respecting Post-Receipt Pricing, a news release announcing that the prospectus or any amendment is available on SEDAR, replace, if applicable in the jurisdiction in which the prospectus is filed, the second sentence in the statement in section 30.1 with a sentence in substantially the following form:

“Irrespective of the determination at a later date of the purchase price of the securities distributed, this right may only be exercised within 2 business days after the later of (a) the date that the issuer (i) filed the prospectus or any amendment on SEDAR and a receipt is issued for the document, and (ii) issued and filed a news release on SEDAR announcing that the document is available, and (b) the date that the purchaser has entered into an agreement to purchase the securities.”.”

Effective date

13. (1) This Regulation comes into force on (*indicate here the date of coming into force of this Regulation*).

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after (*indicate here the date of coming into force of this Regulation*), this Regulation come into force on the day on which it is filed with the Registrar of Regulations.