

M.O., 2024-04

Order number V-1.1-2024-04 of the Minister of Finance dated 15 March 2024

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements

WHEREAS paragraphs 1, 2, 4.1, 6.1.1, 8 and 11 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 41-101 respecting General Prospectus Requirements was approved by ministerial order no. 2008-05 dated 4 March 2008 (2008, G.O. 2, 810);

WHEREAS there is cause to amend this Regulation;

WHEREAS the draft regulation to amend Regulation 41-101 respecting General Prospectus Requirements was published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 19, no. 13 of 7 April 2022;

WHEREAS the *Autorité des marchés financiers* made, on 6 March 2024, by the decision no. 2024-PDG-0008, Regulation to amend Regulation 41-101 respecting General Prospectus Requirements;

WHEREAS there is cause to approve this Regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements appended hereto.

15 March 2024

ERIC GIRARD
Minister of Finance

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), (8) and (11))

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

“PART 2A ACCESS TO A PROSPECTUS

2A.1. Application

(1) Subject to subsection (2), this Part applies in respect of a prospectus and any amendment if access to the document is provided in accordance with the requirements under section 2A.5 or the conditions under section 2A.6.

(2) 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 to a prospectus

(1) This section does not apply in British Columbia, Alberta, Québec and New Brunswick.

(2) The requirement under securities legislation to deliver or send a prospectus and any amendment may be satisfied by providing access to the document in accordance with subsection 2A.5(2) or (3).

(3) The prospectus and any amendment is delivered or sent on the date that access to the document has been provided in accordance with subsection 2A.5(2) or (3).

(4) The prospectus and any amendment is received on the date that the document has been delivered or sent in accordance with subsection (3).

2A.3. Access to a prospectus – Alberta

In Alberta, the requirement under securities legislation to provide access to a prospectus and any amendment is satisfied by providing access to the document in accordance with subsection 2A.5(2) or (3).

2A.4. Right of withdrawal, revocation or cancellation

(1) This section does not apply in British Columbia, Québec and New Brunswick.

(2) Except in Alberta and Saskatchewan, if the final prospectus or any amendment is delivered or sent in accordance with subsection 2A.5(2), the right to withdraw from an agreement to purchase a security under securities legislation may be exercised by a purchaser within two business days after the later of

(a) the date that the document is received in accordance with subsection 2A.2(4), and

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

(3) In Alberta, if access to the final prospectus or any amendment is provided in accordance with subsection 2A.5(2), pursuant to section 130 of the Securities Act (R.S.A. 2000, c. S-4), the agreement to purchase securities is not binding on the 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 to purchase, not later than two business days after the later of

(a) the date that access to the document is provided in accordance with section 2A.5(2), and

(b) the date that the purchaser or subscriber has entered into the agreement to purchase or the subscription or contract to purchase the security.

(4) In Saskatchewan, if the final prospectus or any amendment is delivered or sent in accordance with subsection 2A.5(2), 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 two business days after the later of

(a) the date that the document is received in accordance with subsection 2A.2(4), and

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

2A.5. Procedures

(1) This section does not apply in British Columbia, Québec and New Brunswick.

(2) Access to the final prospectus and any amendment has been provided on the date on which all of the following have been satisfied:

(a) the document is filed on SEDAR+ and a receipt is issued and posted on SEDAR+ for the document, and

(b) after the receipt is posted for the document, a news release is issued and filed on SEDAR+ that states

(i) in the title of the news release, that the document is accessible through SEDAR+,

(ii) that access to the document is provided in accordance with securities legislation relating to procedures for providing access to a prospectus and any amendment,

(iii) that the document is accessible at www.sedarplus.com,

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

(v) the following:

“An electronic or paper copy of the final prospectus and 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.”.

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

(4) If a purchaser requests an electronic or paper copy of the final prospectus or any amendment, from the issuer or dealer, a copy of the document in the format requested by the purchaser must be sent by the issuer or dealer within two business days from the date the request is received and without charge to the purchaser at the email address or address specified in the request.

(5) If a prospective purchaser requests an electronic or paper copy of the preliminary prospectus or any amendment, from the issuer or dealer, in accordance with securities legislation, a copy of the document in the format requested by the purchaser must be sent by the issuer or dealer without charge to the prospective purchaser at the email address or address specified in the request.

2A.6. Exemption from requirement to send prospectus – British Columbia, Québec and New Brunswick

(1) In British Columbia, Québec and New Brunswick, a dealer is exempt from the requirement under securities legislation to send a final prospectus and any amendment if

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

(b) after the receipt is posted for the document, a news release has been issued and filed on SEDAR+ that states

(i) in the title of the news release, that the document is accessible through SEDAR+,

(ii) that access to the document is provided in accordance with securities legislation relating to procedures for providing access to a prospectus and any amendment,

(iii) that the document is accessible at www.sedarplus.com,

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

(v) the following:

“An electronic or paper copy of the final prospectus and 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 and New Brunswick, a dealer or issuer that solicits an expression of interest from a prospective purchaser is exempt from the requirement in section 78 (2) (c) of the Securities Act (R.S.B.C. 1996, c. 418) or subsection 82(2) of the Securities Act (S.N.B. 2004, c. S-5.5) to send a copy of the preliminary prospectus to the prospective purchaser if the document has been filed on SEDAR+ and a receipt has been issued and posted on SEDAR+ for the document.

(3) In British Columbia and New Brunswick, if a purchaser, or in Québec, if a purchaser or subscriber, requests an electronic or paper copy of the final prospectus or any amendment from the issuer or dealer, a copy of the document in the format requested by the purchaser or subscriber must be sent by the issuer or dealer within two business days from the date the request is received, without charge, to the purchaser or subscriber at the email address or address specified in the request.

(4) In British Columbia and New Brunswick, 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 two business days after the later of

(a) the date that the conditions referred to in subsection (1) are satisfied, and

(b) the date that the purchaser entered into the agreement.

(5) In Québec, if a dealer relies on subsection (1), a contract to purchase or a subscription is not binding on a purchaser or subscriber if the dealer from whom the purchaser or subscriber purchases or subscribes for the security receives written notice sent by the purchaser or subscriber, evidencing the intention of the purchaser or subscriber to rescind the contract or subscription, not later than two business days after the later of

(a) the date that the conditions referred to in subsection (1) are satisfied, and

(b) the date that the purchaser or subscriber entered into the contract or the date of the subscription.

(6) In British Columbia and New Brunswick, 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).

(7) In Québec, subsection (5) does not apply if the purchaser or subscriber

(a) is a dealer, or

(b) disposes of the securities before the end of the time referred to in subsection (5).

(8) In British Columbia and New Brunswick, receipt of the notice referred to in subsection (4) by a dealer that acted as agent of the seller or vendor with respect to the sale of the security referred to in subsection (1) is deemed to be receipt by the seller or vendor on the date on which the dealer received the notice.

(9) In Québec, the dealer is presumed to have received the notice of rescission referred to in subsection (5) in the ordinary course of mail.”

2. Section 13.1 of the Regulation is amended, in the legend under paragraph (1), by inserting “and is accessible through SEDAR+” after “certain jurisdictions of Canada” and by striking out “name and”.

3. Section 13.2 of the Regulation is amended, in the legend under paragraph (1), by inserting “and is accessible through SEDAR+” after “securities being offered” and by striking out “name and”.

4. Sections 13.5 and 13.6 of the Regulation are amended, in the legend under paragraph (2), by inserting “and is accessible through 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 subparagraph (g), in paragraph (1), by the following:

“(g) the investment dealer

(i) includes, in the marketing materials, a statement that the preliminary prospectus and any amendment are accessible through SEDAR+, or

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

(2) in the legend under subsection (5), by inserting “and is accessible through SEDAR+. Copies of the preliminary prospectus and 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 striking out “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 subparagraph (g), in paragraph (1), by the following:

“(g) the investment dealer

(i) includes, in the marketing materials, a statement that the final prospectus and any amendment are accessible through SEDAR+, or

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

(2) in the legend under subsection (5), by inserting “and is accessible through SEDAR+. Copies of the final prospectus and 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 striking out “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 subparagraph (c), in paragraph (3), by the following:

“(c) make an oral statement at the commencement of the road show that the preliminary prospectus and any amendment are accessible through SEDAR+, or provide the investor with a copy of the preliminary prospectus and any amendment.”;

(2) by adding “The preliminary prospectus and any amendment are accessible through SEDAR+.” after the second sentence, in the statement under paragraph (4).

8. Section 13.10 of the Regulation is amended:

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

“(c) make an oral statement at the commencement of the road show that the final prospectus and any amendment are accessible through SEDAR+, or provide the investor with a copy of the final prospectus and any amendment.”;

(2) by adding “The final prospectus and any amendment are accessible through SEDAR+.” after the second sentence, in the statement under paragraph (4).

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

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

(2) in paragraph (3):

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

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

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

11. Appendix A of the Regulation is amended, in schedule 3:

(1) by replacing the address of the securities regulatory authority in Alberta by the following:

“Securities Review Officer
Alberta Securities Commission
Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4
Telephone: 403 355-4151
Toll-free: 1 877 355-4488
E-mail: inquiries@asc.ca
www.asc.ca”;

(2) by replacing the address of the securities regulatory authority in Québec by the following:

“Autorité des marchés financiers
Attention: Responsable de l'accès à l'information
800, rue du Square-Victoria, bureau 2200
Montréal, Québec H3C 0B4
Telephone: 514 395-0337
Toll Free in Québec: 877 525-0337
www.lautorite.qc.ca”;

(3) by replacing the address of the securities regulatory authority in Saskatchewan by the following:

“Attention: Corporate Finance Branch
Financial and Consumer Affairs Authority of Saskatchewan
4th Floor, 2365 Albert Street
Regina, Saskatchewan S4P 4K1
Telephone: 306 787-5645
Email: corpfin@gov.sk.ca
www.fcaa.gov.sk.ca ».

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

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

“1.10.1. Rights of withdrawal and rescission

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

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

“30.1.1. Access procedures – general

If a news release will be issued and filed announcing that the prospectus or any amendment is accessible through SEDAR+ in accordance with subsection 2A.5(2) or 2A.6(1) of the Regulation, or subsection 2A.5(2) or 2A.6(1) of Regulation 44-103 respecting Post-Receipt Pricing (chapter V-1.1, r. 18), 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 two 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 and posted for the document, and (ii) issued and filed a news release on SEDAR+ announcing that the document is accessible through SEDAR+, and (b) the date that the purchaser or subscriber has entered into an agreement to purchase the securities or a contract to purchase or a subscription for 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 a news release will be issued and filed announcing that the prospectus or any amendment is accessible through SEDAR+ in accordance with subsection 2A.5(2) or 2A.6(1) of the Regulation, or subsection 2A.5(2) or 2A.6(1) of Regulation 44-103 respecting Post-Receipt Pricing, 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 two 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 and posted for the document, and (ii) issued and filed a news release on SEDAR+ announcing that the document is accessible through SEDAR+, and (b) the date that the purchaser or subscriber has entered into an agreement to purchase the securities or a contract to purchase or a subscription for the securities.””.

Effective date

13. (1) This Regulation comes into force on 16 April 2024.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 16 April 2024, this Regulation come into force on the day on which it is filed with the Registrar of Regulations.

106759

M.O., 2024-05**Order number V-1.1-2024-05 of the Minister of Finance dated 15 March 2024**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions

WHEREAS paragraphs 1, 2, 4.1, 8 and 11 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 44-101 respecting Short Form Prospectus Distributions was approved by ministerial order no. 2005-24 dated 30 November 2005 (2005, G.O. 2, 5183);

WHEREAS there is cause to amend this Regulation;

WHEREAS the draft regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions was published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 19, no. 13 of 7 April 2022;

WHEREAS the *Autorité des marchés financiers* made, on 6 March 2024, by the decision no. 2024-PDG-0010, Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions;

WHEREAS there is cause to approve this Regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions appended hereto.

15 March 2024

ERIC GIRARD
Minister of Finance
