

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act
(chapter V-1.1, s. 331.1, par. (1) and (34))

1. Section 1.1 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended:

(1) by striking out the definition of “Aequitas personal information forms”;

(2) by inserting, after the definition of “business day”, the following:

““Cboe personal information form” means a Cboe Canada Inc. Form 3, as amended from time to time;”;

(3) by inserting, after the definition of “credit supporter”, the following:

“CSE senior tier” has the same meaning as “senior tier” as defined in the Interpretation section of the listing rules of the Canadian Securities Exchange, as amended from time to time;”;

(4) by replacing the definition of “IPO venture issuer” by the following:

““IPO venture issuer” means an issuer that

(a) files a long form prospectus,

(b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus, and

(c) at the date of the long form prospectus,

(i) does not have any securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on

(A) the Toronto Stock Exchange,

(B) Cboe Canada Inc.

(C) a U.S. marketplace, or

(D) a marketplace outside of Canada and the United States of America, other than the Alternative Investment Market of the London Stock Exchange or the AQSE Growth Market operated by Aquis Stock Exchange Limited, and

(ii) is not, has not applied to become, and does not intend to apply to become, a CSE senior tier issuer;”;

(5) by replacing paragraph (c) in the definition of “personal information form” by the following:

“(c) a completed Cboe personal information form submitted by an individual to Cboe Canada Inc., to which is attached a completed certificate and consent in the form set out in Schedule 1 - Part B of Appendix A;”.

2. Section 8A.1 of the Regulation is amended, in the French text of the definition of “market price” in paragraph (2):

(1) in subparagraph (a):

(a) by replacing “se terminant sur un cours qui ne tombe” in subparagraph (i) by “se terminant sur un tel cours qui ne tombe”;

(b) by replacing subparagraph (ii) by the following:

“(ii) si le marché organisé donne non pas le cours de clôture, mais uniquement le cours le plus haut et le cours le plus bas des titres négociés de la catégorie, la moyenne des moyennes simples de ces cours, pour chaque jour de bourse où il y a eu de tels cours qui ne tombe pas plus de 20 jours de bourse avant la date de détermination du cours;”;

(2) in subparagraph (ii) of subparagraph (b):

(a) by replacing “donne un cours de clôture pour les titres de la catégorie” in subparagraph (A) by “donne le cours de clôture des titres de la catégorie”;

(b) by replacing “la moyenne entre ces cours” in subparagraph (B) by “la moyenne de ces cours”.

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

(1) by replacing paragraph (4) in the French text of Item 1.9 by the following:

“(4) Lorsque l’émetteur s’est conformé aux obligations du règlement applicables à l’émetteur émergent au stade du premier appel public à l’épargne, inclure une mention semblable à la suivante pour l’essentiel, en donnant l’information entre crochets:

« En date du présent prospectus, [nom de l’émetteur] n’est pas un émetteur de la catégorie supérieure de la CSE, n’a pas présenté de demande en vue de le devenir et n’a pas l’intention de le faire, et aucun de ses titres n’est inscrit à la cote de la Bourse de Toronto, de Cboe Canada Inc., d’un marché américain ou d’un marché à l’extérieur du Canada et des États-Unis d’Amérique ni coté sur ceux-ci, et l’émetteur n’a pas demandé ni n’a l’intention de demander leur inscription à la cote de cette bourse ou de l’un de ces marchés ni leur cotation sur ceux-ci, à l’exception de l’Alternative Investment Market du London Stock Exchange ou de l’AQSE Growth Market exploité par Aquis Stock Exchange Limited. »”;

(2) by replacing Item 20.11 by the following:

“20.11. IPO venture issuers

If the issuer has complied with the requirements of the Regulation as an IPO venture issuer include a statement, in substantially the following form, with bracketed information completed:

“As at the date of the prospectus, [name of issuer] is not, has not applied to become, and does not intend to apply to become, a CSE senior tier issuer and does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Cboe Canada Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the AQSE Growth Market operated by Aquis Stock Exchange Limited).””.

Effective Date

4. (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 comes into force on the day on which it is filed with the Registrar of Regulations.