

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (8), (11), (19) and (34))

1. Section 4.1 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended by replacing “management reports of fund performance” in paragraph (2) by “fund reports”.

2. Form 41-101F2 of the Regulation is amended:

(1) in item 1.15:

(a) by replacing “management report of fund performance” in the fourth bullet of the first paragraph of the statement by “fund report”;

(b) by replacing all occurrences of “management report of fund performance” in the fifth bullet of the first paragraph of the statement by “fund report”;

(2) by replacing “the most recently filed fund annual management report of fund performance” in the first paragraph of paragraph (4) of item 3.6 by “previously filed annual fund reports”;

(3) by replacing item 9 by the following:

“Item 9 Fund Report

9.1. Fund Report

Unless the investment fund’s most recently filed fund report is incorporated by reference under Item 37 or attached to the prospectus under Item 38, provide, under the heading “Fund Report”, the disclosure required under Items 3 to 13 of Part A of Form 81-106A of Regulation 81-106 respecting Investment Fund Continuous Disclosure (chapter V-1.1, r. 42) for the period covered by the financial statements required under Item 38.”;

(4) by replacing “the most recently filed annual management report of fund performance” in the first paragraph of item 11.1 by “previously filed fund reports”;

(5) in item 37.1:

(a) by replacing “management report of fund performance” in paragraph 4 of the first paragraph of the statement by “fund report”;

(b) by replacing all occurrences of “management report of fund performance” in paragraph 5 of the first paragraph of the statement by “fund report”;

(6) by replacing item 38.3 by the following:

“38.3. Fund Reports

Unless incorporated by reference under Item 37, include in the prospectus the most recently filed interim fund report, if filed after the most recently filed annual fund report and include the most recently filed annual fund report.”.

3. Form 41-101F3 of the Regulation is amended:

(1) in part B:

(a) by replacing “management report of fund performance” in the third bullet of the second paragraph of the statement required in paragraph (1) of item 4.1 by “fund report”;

(b) by replacing “management report of fund performance” in the third bullet of the first paragraph of the statement required in paragraph (2) of item 15.1 by “fund report”;

(2) by replacing “the most recently filed annual management report of fund performance” in the first paragraph of item 11.1 of part C by “previously filed fund reports”.

4. Form 41-101F4 of the Regulation is amended:

(1) in part I:

(a) in item 2:

(i) by replacing “**Management expense ratio (MER)**” in the table of paragraph (1) by “**Fund expense ratio (FER)**”;

(ii) by replacing instruction (3) by the following:

“(3) Use the fund expense ratio (FER) determined by adding the management expense ratio (MER) disclosed in the most recently filed fund report for the ETF and the trading expense ratio (TER) disclosed in the most recently filed fund report for the ETF. The MER must be net of fee waivers or absorptions and, despite subsection 15.1(2) of Regulation 81-106 respecting Investment Fund Continuous Disclosure, need not include any additional disclosure about the waivers or absorptions. For a newly established ETF that has not yet filed a fund report, state that the MER is not available because it is a new ETF.”;

(b) in item 3:

(i) by replacing “*filed management report of fund performance*” in instruction (9) by “*prepared quarterly portfolio disclosure*”;

(ii) by replacing “*management report of fund performance*” in instruction (11) by “*quarterly portfolio disclosure*”;

(2) in item 1.3 of part II:

(a) by replacing, in paragraph (2), “management report of fund performance” by “fund report” and “**ETF expenses**” in the left-hand side column of the table by “**Fund expense ratio (FER)**”;

(b) by replacing, in paragraph (3), “management report of fund performance” by “fund report” and “ETF’s expenses were” by “ETF’s FER was”;

(c) by replacing “management report of fund performance” in paragraph (4) by “fund report”;

(d) by replacing instruction (2) by the following:

“(2) Use the management expense ratio (MER) disclosed in the most recently filed fund report for the ETF. The MER must be net of fee waivers or absorptions and, despite subsection 15.1(2) of Regulation 81-106 respecting Investment Fund Continuous Disclosure, need not include any additional disclosure about the waivers or absorptions. For a newly established ETF that has not yet filed a fund report, state that the MER is not available because it is a new ETF. If applicable, include a reference to any fixed administration fees in the management expense ratio description required in the table under Item 1.3(2) of Part II of this Form.”;

(e) by replacing instruction (3) by the following:

“(3) Use the trading expense ratio (TER) disclosed in the most recently filed fund report for the ETF.”;

(f) by replacing instruction (4) by the following:

“(4) Use the FER disclosed in Item 2 of Part I of this Form. Use a bold font or other formatting to indicate that the FER represents the total of all ongoing expenses set out in the chart and does not represent a separate expense charged to the ETF.”;

(g) by replacing “management report of fund performance” in instruction (5) by “fund report”.

5. The Regulation is amended by replacing all occurrences of “management report of fund performance” in section 4.4 and Appendix F by “fund report”.

Transition

6. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an annual fund report and an interim fund report, the reference to “fund reports” in paragraph (2) of section 4.1 of the Regulation must be read as a reference to “fund reports and management reports of fund performance”.

7. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an annual fund report and an interim fund report, a reference to “fund report” in paragraphs (1) and (2) of section 4.4 of the Regulation must be read as a reference to “fund report or management report of fund performance, as applicable”.

8. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an annual fund report or interim fund report, a reference to “fund report” in subparagraph (ii) of paragraph (q) or subparagraph (iii) of paragraph (r) in Appendix F of the Regulation must be read as a reference to “management report of fund performance”.

9. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an annual fund report, a reference to “annual fund report” in item 1.15 of Form 41-101F2 of the Regulation must be read as a reference to “annual management report of fund performance”.

10. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an interim fund report, a reference to “interim fund report” in item 1.15 of Form 41-101F2 of the Regulation must be read as a reference to “interim management report of fund performance”.

11. Before (*indicate here the date of the coming into force of this Regulation + 6 years*), if an investment fund has not filed five annual fund reports, a reference to “previously filed annual fund reports” in paragraph (4) of item 3.6 of Form 41-101F2 of the Regulation must be read as a reference to “the most recently filed annual management report of fund performance” or “previously filed annual fund reports and the most recently filed annual management report of fund performance”, as applicable.

12. Before (*indicate here the date of the coming into force of this Regulation + 9 months*), if an investment fund has not filed a fund report, item 9 of Form 41-101F2 of the Regulation must be read as the following:

“Item 9 Management Discussion Of Fund Performance

9.1. Management Discussion of Fund Performance

Unless the investment fund’s most recently filed management report of fund performance is incorporated by reference under Item 37 or attached to the prospectus under Item 38, provide, under the heading “Management Discussion of Fund Performance”, management’s discussion of fund performance in accordance with sections 2.3, 2.4, 2.5, 3, 4, 5

and 6 of Part B of Form 81-106F1 as it was in force on (*indicate here the date preceding the date of coming into force of this Regulation*), for the period covered by the financial statements required under Item 38.”.

13. Before (*indicate here the date of the coming into force of this Regulation + 5 years and 9 months*), if an investment fund has not filed five annual fund reports, a reference to “previously filed annual fund reports” in item 11.1 of Form 41-101F2 of the Regulation must be read as a reference to “the most recently filed annual management report of fund performance” or “previously filed annual fund reports and the most recently filed annual management report of fund performance”, as applicable.

14. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an annual fund report, a reference to “annual fund report” in item 37.1 of Form 41-101F2 of the Regulation must be read as a reference to “annual management report of fund performance”.

15. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund has not filed an interim fund report, a reference to “interim fund report” in item 37.1 of Form 41-101F2 of the Regulation must be read as a reference to “interim management report of fund performance”.

16. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if an investment fund filed an interim fund report after the most recently filed annual management report of fund performance, item 38.3 of Form 41-101F2 of the Regulation must be read as the following:

“38.3. Fund Report and Management Report of Fund Performance

Unless incorporated by reference under Item 37, include in the prospectus the most recently filed interim fund report, if filed after the most recently filed annual management report of fund performance and include the most recently filed annual management report of fund performance.”.

17. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 9 months*), if a scholarship plan has not filed an annual fund report, a reference to “annual fund report” in paragraph (1) of item 4.1 and paragraph (2) of item 15.1 of part B of Form 41-101F3 of the Regulation must be read as a reference to “annual management report of fund performance”.

18. Before (*indicate here the date of the coming into force of this Regulation + 5 years and 9 months*), if a scholarship plan has not filed 5 annual fund reports, a reference to “previously filed fund reports” in item 11.1 of part C of Form 41-101F3 of the Regulation must be read as a reference to “the most recently filed annual management report of fund performance” or “the most recently filed annual management report of fund performance and previously filed annual fund reports”, as applicable.

19. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), if an ETF has not filed a fund report, the first and second references to “fund report” in instruction (3) under item 2 of part I of Form 41-101F4 of the Regulation must be read as a reference to “management report of fund performance”.

20. Before (*indicate here the date of the coming into force of this Regulation + 9 months*), if an ETF has not filed a fund report or a management report of fund performance, the third reference to “fund report” in instruction (3) under item 2 of part I of Form 41-101F4 of the Regulation must be read as a reference to “fund report or a management report of fund performance”.

21. Before (*indicate here the date of the coming into force of this Regulation + 1 year*), if an ETF invests substantially all of its assets directly or indirectly, through the use of derivatives, in securities of one other mutual fund, the other mutual fund has not prepared a fund report and the other mutual fund’s most recently filed management report of fund performance was filed after the other mutual fund’s most recent quarterly portfolio disclosure was prepared, the reference to “prepared quarterly portfolio disclosure” in instruction (9) under item 3 of part I of Form 41-101F4 of the Regulation must be read as a reference to “filed management report of fund performance”.

22. Before (*indicate here the date of the coming into force of this Regulation + 1 year*), if the disclosure relating to the investment portfolio subgroup breakdown of an ETF contained in the ETF's management report of fund performance is more recent than the disclosure relating to the investment portfolio subgroup breakdown of the ETF contained in its quarterly portfolio disclosure, the reference to "quarterly portfolio disclosure" in instruction (11) under item 3 of part I of Form 41-101F4 of the Regulation must be read as a reference to "management report of fund performance".

23. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), if an ETF has not filed a fund report, the reference to "fund report" in paragraphs (2) and (3) of item 1.3 of part II of Form 41-101F4 of the Regulation must be read as a reference to "management report of fund performance".

24. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), paragraphs (2) and (3) of item 1.3 of part II of Form 41-101F4 of the Regulation as amended by this Regulation do not apply to an investment fund if the investment fund complies with parts 4 to 7 of Regulation 81-106 respecting Investment Fund Continuous Disclosure as they were in force on (*indicate here the date preceding the date of the coming into force of this Regulation*).

25. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), if an ETF has not filed a fund report, the reference to "fund report" in paragraph (4) of item 1.3 of part II of Form 41-101F4 of the Regulation must be read as a reference to "management report of fund performance".

26. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), if an ETF has not filed a fund report, the reference to "fund report" in instruction (3) under item 1.3 of part II of Form 41-101F4 of the Regulation must be read as a reference to "management report of fund performance".

27. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), the following provisions of Form 41-101F4 of the Regulation as amended by this Regulation do not apply to an investment fund if the investment fund complies with parts 4 to 7 of Regulation 81-106 respecting Investment Fund Continuous Disclosure as they were in force on (*indicate here the date preceding the date of the coming into force of this Regulation*):

- (1) item 2 of part I;
- (2) instruction (3) under item 2 of part I;
- (3) paragraphs (2) and (3) of item 1.3 of part II;
- (4) instructions (2) to (4) under item 1.3 of part II.

28. Before (*indicate here the date of the coming into force of this Regulation + 1 year and 3 months*), if an ETF has not filed a fund report, the reference to "fund report" in instruction (5) under item 1.3 of part II of Form 41-101F4 of the Regulation must be read as a reference to "management report of fund performance".

Effective Date

29. (1) This Regulation comes into force on (*indicate here the date of the 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 the coming into force of this Regulation*), this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.