

**M.O., 2025-03****Order number V-1.1-2025-03 of the Minister of Finance dated 16 January 2025**

Securities Act  
(chapter V-1.1)

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

WHEREAS paragraphs 1, 3, 6, 6.1, 6.2, 8 and 14 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. 3 of 27 January 2022;

WHEREAS the *Autorité des marchés financiers* made, on 7 January 2025, by the decision no. 2025-PDG-0004, 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.

January 16, 2025

ERIC GIRARD  
*Minister of Finance*

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## REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

### Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (6), (6.1), (6.2), (8) and (14))

1. Section 2.3 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended:

(1) by inserting, in paragraphs (1) and (1.1) and after “An issuer”, “, other than an investment fund,”;

(2) by inserting, in paragraph (1.2) and after “If an issuer”, “, other than an investment fund,”.

2. The Regulation is amended by inserting, after section 3C.7, the following part:

### **“PART 3D FILING OF ETF FACTS DOCUMENTS WITHOUT A PROSPECTUS**

#### **3D.1. Required documents for filing an ETF facts document**

An ETF that files an ETF facts document without a preliminary, pro forma or final prospectus must

(a) file, with that ETF facts document, the following documents if there has been a material change to the ETF and if that material change relates to information disclosed in the most recently filed ETF facts document:

(i) an amendment to the corresponding prospectus, certified in accordance with Part 5;

(ii) a copy of any material contract, and any amendment to a material contract, that have not previously been filed, and

(b) at the time that ETF facts document is filed, deliver or send to the securities regulatory authority

(i) a copy of that ETF facts document, blacklined to show changes, including the text of deletions, from the most recently filed ETF facts document, and

(ii) if there has been a material change to the ETF and if that material change to information disclosed in the most recently filed ETF facts document, the following documents:

(A) if an amendment to the prospectus is filed, a copy of the prospectus blacklined to show changes, including the text of deletions, from the most recently filed prospectus, and

(B) details of any changes to the personal information required to be delivered under subparagraph 9.1(1)(b)(ii), in the form of the personal information form, since the delivery of that information in connection with the filing of the prospectus of the ETF or another ETF managed by the manager.”

3. Section 10.1 of the Regulation is amended by replacing “or the amendment to the final prospectus is filed or,” in subparagraph (a) of paragraph (2), by “is filed, the amendment to the final prospectus is filed, or for the purposes of any ETF facts document referred to in section 3D.1 that has been filed, no later than the time the ETF facts document is filed or,”

4. Section 17.2 of the Regulation is amended:

(1) by inserting, after paragraph (1), the following:

“(1.1) This section does not apply to an ETF.”;

(2) by replacing « de l’inobservation », in the French text of paragraph (6), by « du non-respect ».

5. The Regulation is amended by adding, after section 17.2, the following:

**“17.3. Lapse date of an ETF**

(1) This section applies only to an ETF.

(2) In this section, “lapse date” means, with reference to the distribution of a security that has been qualified under a prospectus, the date that is 24 months after the date of the previous prospectus relating to the security.

(3) An ETF must not continue the distribution of a security to which the prospectus requirement applies after the lapse date unless the ETF files a new prospectus that complies with securities legislation and a receipt for that new prospectus is issued by the regulator or, in Québec, the securities regulatory authority.

(4) Despite subsection (3), a distribution may be continued for a further 24 months after a lapse date if

(a) the ETF files an ETF facts document for each class or series of securities of the ETF no earlier than 13 months and no later than 11 months before the lapse date of the previous prospectus,

(b) the ETF delivers a pro forma prospectus not less than 30 days before the lapse date of the previous prospectus,

(c) the ETF files a new prospectus not later than 10 days after the lapse date of the previous prospectus, and

(d) a receipt for the new prospectus is issued by the regulator or, in Québec, the securities regulatory authority within 20 days after the lapse date of the previous prospectus.

(5) For greater certainty, the continued distribution of securities after the lapse date does not contravene subsection (3) unless and until any of the conditions of subsection (4) are not complied with.

(6) Subject to any applicable extension granted under subsection (7), if a condition in subsection (4) is not complied with, a purchaser may cancel a purchase made in a distribution after the lapse date in reliance on subsection (4) within 90 days after the purchaser first became aware of the failure to comply with the condition.

(7) The regulator or, in Québec, the securities regulatory authority may, on an application of an ETF, extend, subject to such terms and conditions as it may impose, the times provided by subsection (4) where in its opinion it would not be prejudicial to the public interest to do so.

#### **“17.4. Lapse date of an ETF – Ontario**

In Ontario, the lapse date prescribed by securities legislation for a prospectus for an ETF is extended to the date that is 24 months after the date of issuance of the previous prospectus relating to the ETF in accordance with section 17.3.”.

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

(1) by inserting, in item 17.2 and after the heading, the following paragraph:

“(0.1) This section does not apply to an investment fund in continuous distribution.”;

(2) in item 19.1:

(a) by replacing “during the most recently completed financial year”, in paragraphs (12), by “during each of the two most recently completed financial years”;

(b) by replacing “during the most recently completed financial year”, in paragraphs (13), by “during each of the two most recently completed financial years”.

7. Form 41-101F4 of the Regulation is amended by adding, at the end of instruction (1) of item 1, the following:

*“The date for an ETF facts document filed in accordance with paragraph 3D.1(b)(i) of the Regulation must be the date within three business days of filing. The date for an ETF facts document filed in accordance with paragraph 3D.1(b)(ii) of the Regulation must be the date on which it is filed.”.*

### **Transition**

**8.** (1) Except in Ontario, if an ETF has filed a prospectus and a receipt for that prospectus was issued before 3 March 2025,

(a) sections 17.2(1.1) and 17.3 of Regulation 41-101 respecting General Prospectus Requirements, as enacted by this Regulation, do not apply, and

(b) for greater certainty, section 17.2 of Regulation 41-101 respecting General Prospectus Requirements, as it was in force on 2 March 2025, applies.

(2) In Ontario, if an ETF has filed a prospectus and a receipt for that prospectus was issued before 3 March 2025,

(a) sections 17.3 and 17.4 of Regulation 41-101 respecting General Prospectus Requirements, as enacted by this Regulation, do not apply, and

(b) for greater certainty, the lapse date prescribed by securities legislation in Ontario for a prospectus for an ETF, as that legislation was in force on 2 March 2025, applies.

### **Effective Date**

**9.** (1) This Regulation comes into force on 3 March 2025.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 3 March 2025, this Regulation come into force on the day on which it is filed with the Registrar of Regulations.

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