

REGULATION TO AMEND REGULATION 44-101 RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (6), (8) and (34))

1. Section 1.1 of Regulation 44-101 respecting Short Form Prospectus Distributions is amended:

(1) by replacing the definition of the expression “approved rating” with the following:

““designated rating” means, for a security, a rating issued by a designated rating organization, or its DRO affiliate, that is at or above one of the following rating categories or that is at or above a category that replaces one of the following rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
DBRS Limited	BBB	R-2	Pfd-3
Fitch, Inc.	BBB	F3	BBB
Moody’s Canada Inc.	Baa	Prime-3	“baaa”
Standard & Poor’s Ratings Services (Canada)	BBB	A-3	P-3

(2) in the definition of the expression “cash equivalent”:

(a) by replacing, in paragraph (b), the words “an approved rating” with the words “a designated rating”;

(b) by replacing, in paragraph (c), the words “an approved rating from any approved rating organization” with the words “a designated rating from any designated rating organization or its DRO affiliate”;

(3) by inserting, after the definition of the expression “current annual financial statements”, the following:

““designated rating organization” means

(a) each of DBRS Limited, Fitch, Inc., Moody’s Canada Inc., Standard & Poor’s Ratings Services (Canada), including their DRO affiliates; or

(b) any other credit rating organization that has been designated under securities legislation;

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”.

2. Sections 2.3, 2.4 and 2.6 of the Regulation are amended by replacing, wherever they occur, the word “approved” with the word “designated”, the words “an approved” with the words “a designated”, and the words “rating organization” with the words “rating organization or its DRO affiliate”.

3. Form 44-101F1 of the Regulation is amended:

(1) by replacing, in item 7.9, the words “securities of the issuer that are outstanding, or will be outstanding,” with the words “the securities being distributed”;

(2) by replacing paragraph (3) of item 16.1 with the following:

“(3) For the purposes of subsection (2), “orders” means any of the following, if in effect for a period of more than 30 consecutive days:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person access to any exemption under securities legislation.”.

4. This Regulation comes into force on May 31, 2013.