

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

Securities Act
(chapter V-1.1, s. 331.1, par. (11) and 34))

1. Section 1.1 of Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16) is amended:

(1) by replacing the definitions of the expressions “designated rating” and “designated rating organization” with the following:

““designated rating” means the following:

(a) for the purposes of paragraph 2.6(1)(c), a credit rating from a designated rating organization listed in this paragraph, from a DRO affiliate of an organization listed in this paragraph, from a designated rating organization that is a successor credit rating organization of an organization listed in this paragraph or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

| Designated Rating Organization | Long Term Debt | Short Term Debt | Preferred Shares |
|---------------------------------------|-----------------------|------------------------|-------------------------|
| DBRS Limited | BBB | R-2 | Pfd-3 |
| Fitch Ratings, Inc. | BBB | F3 | BBB |
| Kroll Bond Rating Agency, Inc. | BBB | K3 | BBB |
| Moody’s Canada Inc. | Baa | Prime-3 | Baa |
| S&P Global Ratings Canada | BBB | A-3 | P-3 |

(b) except as described in paragraph (a), a credit rating from a designated rating organization listed in this paragraph, from a DRO affiliate of an organization listed in this paragraph, from a designated rating organization that is a successor credit rating organization of an organization listed in this paragraph or from a DRO affiliate of such successor credit rating organization, that is at or above one of the following corresponding rating categories or that is at or above a category that replaces one of the following corresponding rating categories:

| Designated Rating Organization | Long Term Debt | Short Term Debt | Preferred Shares |
|---------------------------------------|-----------------------|------------------------|-------------------------|
| DBRS Limited | BBB | R-2 | Pfd-3 |
| Fitch Ratings, Inc. | BBB | F3 | BBB |
| Moody’s Canada Inc. | Baa | Prime-3 | Baa |
| S&P Global Ratings Canada | BBB | A-3 | P-3 |

”;

““designated rating organization” means

(a) if designated under securities legislation, any of

(i) DBRS Limited, Fitch Ratings, Inc., Kroll Bond Rating Agency, Inc., Moody’s Canada Inc. or S&P Global Ratings Canada,

(ii) a successor credit rating organization of a credit rating organization listed in subparagraph (i); or

(b) any other credit rating organization designated under securities legislation;”.

(2) by inserting, after the definition of the expression “short form eligible exchange”, the following:

““successor credit rating organization” means, with respect to a credit rating organization, any credit rating organization that succeeded to or otherwise acquired all or substantially all of another credit rating organization’s business in Canada, whether through a restructuring transaction or otherwise, if that business was, at any time, owned by the first-mentioned credit rating organization;”.

2. Section 8.1 of the Regulation is amended by inserting, in paragraph (4) and after the words “Except in”, the words “Alberta and”.

3. This Regulation comes into force on June 12, 2018.