

Effective date

13. (1) This Regulation comes into force on 16 April 2024.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 16 April 2024, this Regulation come into force on the day on which it is filed with the Registrar of Regulations.

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M.O., 2024-05**Order number V-1.1-2024-05 of the Minister of Finance dated 15 March 2024**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions

WHEREAS paragraphs 1, 2, 4.1, 8 and 11 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 44-101 respecting Short Form Prospectus Distributions was approved by ministerial order no. 2005-24 dated 30 November 2005 (2005, G.O. 2, 5183);

WHEREAS there is cause to amend this Regulation;

WHEREAS the draft regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions was published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 19, no. 13 of 7 April 2022;

WHEREAS the *Autorité des marchés financiers* made, on 6 March 2024, by the decision no. 2024-PDG-0010, Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions;

WHEREAS there is cause to approve this Regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions appended hereto.

15 March 2024

ERIC GIRARD
Minister of Finance

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

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (4.1), (8) and (11))

1. Sections 7.2 and 7.4 of Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16) are amended by replacing paragraph (c) in section 7.2 and subparagraph (c) of paragraph (2) in section 7.4 by the following:

“(c) upon issuance of a receipt for the preliminary short form prospectus,

(i) a written or oral statement that the preliminary short form prospectus is accessible through SEDAR+ is made to each person that, in response to the solicitation, expressed an interest in acquiring the securities, or

(ii) a copy of the preliminary short form prospectus is sent to each person that, in response to the solicitation, expressed an interest in acquiring the securities, and”.

2. Section 7.5 of the Regulation is amended by replacing paragraph (2) by the following:

“(2) A standard term sheet provided under subsection (1) must be dated and include the following legend, or words to the same effect, on the first page:

“A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorit[y/ies] in [each of/certain of the provinces/provinces and territories of Canada].

The preliminary short form prospectus will be accessible through SEDAR+. A copy of the preliminary short form prospectus may be obtained from [*insert contact information for the investment dealer or underwriters*]. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.”.

3. Section 7.6 of the Regulation is amended:

(1) by replacing subparagraph (g), in paragraph (1), by the following:

“(g) the marketing materials include a statement that the preliminary short form prospectus will be accessible through SEDAR+, or, upon issuance of a receipt for the preliminary short form prospectus, a copy of the preliminary short form prospectus is sent to each person that received the marketing materials and expressed an interest in acquiring the securities.”;

- (2) by replacing paragraph (5) by the following:

“(5) Marketing materials provided under subsection (1) must be dated and include the following legend, or words to the same effect, on the first page:

“A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authority[ies] in [each of/certain of the provinces/provinces and territories of Canada]. The preliminary short form prospectus will be accessible through SEDAR+. A copy of the preliminary short form prospectus may be obtained from [*insert contact information for the investment dealer or underwriters*].

There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.”.

4. Section 7.7 of the Regulation is amended by replacing subparagraph (c), in paragraph (3), by the following:

“(c) make an oral statement at the commencement of the road show that the preliminary short form prospectus and any amendment will be accessible through SEDAR+, or, upon issuance of a receipt for the preliminary short form prospectus, provide the investor with a copy of the preliminary short form prospectus and any amendment.”.

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

- (1) by inserting the following after item 1.9:

“1.9.1. Statutory Rights of Withdrawal and Rescission

Include a cross-reference to the section in the short form prospectus and any amendment where information about the right to withdraw or rescind from an agreement to purchase securities is provided.”;

- (2) by inserting the following after item 20.1:

“20.1.1. Access Procedures – General

If a news release will be issued and filed announcing that the short form prospectus or any amendment is accessible through SEDAR+ in accordance with subsection 2A.5(2) or 2A.6(1) of Regulation 41-101 respecting General Prospectus Requirements, subsection 6A.5(2) or 6A.6(1) of Regulation 44-102 respecting Shelf Distributions (chapter V-1.1, r. 17), or subsection 2A.5(2) or 2A.6(1) of Regulation 44-103 respecting Post-Receipt Pricing (chapter V-1.1, r. 18), replace the second sentence in the statement required under section 20.1 with a sentence in substantially the following form:

“This right may be exercised within two business days after the later of (a) the date that the issuer (i) filed the prospectus or any amendment on SEDAR+ and a receipt is issued and posted for the document, and (ii) issued and filed a news release on SEDAR+ announcing that the document is accessible through SEDAR+, and (b) the date that the purchaser or subscriber has entered into an agreement to purchase the securities or a contract to purchase or a subscription for the securities.””;

- (3) by inserting the following after item 20.2:

“20.2.1. Access Procedures – Non-fixed Price Offerings

In the case of a non-fixed price offering, if a news release will be issued and filed announcing that the short form prospectus or any amendment is accessible through SEDAR+ in accordance with subsection 2A.5(2) or 2A.6(1) of Regulation 41-101 respecting General Prospectus Requirements, subsection 6A.5(2) or 6A.6(1) of Regulation 44-102 respecting Shelf Distributions, or subsection 2A.5(2) or 2A.6(1) of Regulation 44-103 respecting Post-Receipt Pricing, replace, if applicable in the jurisdiction in which the short form prospectus is filed, the second sentence in the statement required under section 20.1 with a sentence in substantially the following form:

“Irrespective of the determination at a later date of the purchase price of the securities distributed, this right may only be exercised within two business days after the later of (a) the date that the issuer (i) filed the prospectus or any amendment on SEDAR+ and a receipt is issued and posted for the document, and (ii) issued and filed a news release on SEDAR+ announcing that the document is accessible through SEDAR+, and (b) the date that the purchaser or subscriber has entered into an agreement to purchase the securities or a contract to purchase or a subscription for the securities.””.

Effective date

6. (1) This Regulation comes into force on 16 April 2024.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 16 April 2024, this Regulation come into force on the day on which it is filed with the Registrar of Regulations.

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