

REGULATION TO AMEND REGULATION 44-102 RESPECTING SHELF DISTRIBUTIONS

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (6), (9) and (11))

1. Section 6.2 of Regulation 44-102 respecting Shelf Distributions is amended:

(1) in the French text of paragraph (3), by replacing the words “vérifiés” and “vérificateur” with, respectively, the words “audités” and “auditeur”;

(2) by replacing paragraph (4) with the following:

“(4) If Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards approved by Ministerial Order (*indicate the number and date of the Ministerial Order approving the Regulation*), permits the financial statements of the person in subsection (3) to be audited in accordance with

(a) U.S. AICPA GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the American Institute of Certified Public Accountants,

(a.1) U.S. PCAOB GAAS, the unaudited financial statements may be reviewed in accordance with the review standards issued by the Public Company Accounting Oversight Board (United States of America),

(b) International Standards on Auditing, the unaudited financial statements may be reviewed in accordance with International Standards on Review Engagement issued by the International Auditing and Assurance Standards Board, or

(c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, the unaudited financial statements

(i) may be reviewed in accordance with review standards that meet the foreign disclosure requirements of the designated foreign jurisdiction, or

(ii) do not have to be reviewed if

(A) the designated foreign jurisdiction does not have review standards for unaudited financial statements, and

(B) the base shelf prospectus includes disclosure that the unaudited financial statements have not been reviewed.”.

2. Paragraph 1 of section 7.2 of the Regulation is amended by replacing, in the French text, the words “du vérificateur” with the words “de l’auditeur”.

3. Section 8.4 of the Regulation is amended:

(1) by replacing, wherever they occur in the French text, the words “les bénéfices” with the words “le résultat”, and making the necessary changes;

(2) by replacing, in paragraph (a), the word “interim” with the words “an interim financial report”.

4. The Regulation is amended by replacing, wherever they occur in the French text, the words “titres de participation” with the words “titres de capitaux propres”, and making the necessary changes.
5. This Regulation only applies to a preliminary base shelf prospectus, an amendment to a preliminary base shelf prospectus, a base shelf prospectus, an amendment to a base shelf prospectus or a shelf prospectus supplement of an issuer which includes or incorporates by reference financial statements of the issuer in respect of periods relating to financial years beginning on or after January 1, 2011.
6. Despite section 5, an issuer may apply the amendments set out in this Regulation to a preliminary base shelf prospectus, an amendment to a preliminary base shelf prospectus, a base shelf prospectus, an amendment to a base shelf prospectus, or a shelf prospectus supplement of the issuer, which includes or incorporates by reference financial statements of the issuer in respect of periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 31, 2010 and if the issuer is relying on the exemption in section 5.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.
7. This Regulation comes into force on January 1, 2011.