

REGULATION TO AMEND REGULATION 44-103 RESPECTING POST-RECEIPT PRICING*

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1) and (6))

1. Section 1.1 of Regulation 44-103 respecting Post-Receipt Pricing is amended by replacing paragraph 2 with the following:

“(2) All terms defined in Regulation 44-101 respecting Short Form Prospectus Distributions approved by Ministerial Order (*insert the number and date of the Ministerial Order*) and used, but not defined, in this Regulation have the respective meanings ascribed to them in Regulation 44-101 respecting Short Form Prospectus Distributions.”

2. Section 2.2 of the Regulation is amended by replacing, in the French text, the words “ne soit” and “porteur qui vend les titres” with “n’est” and “porteur vendeur” respectively.

3. Paragraph 1 of section 3.2 of the Regulation is amended:

(1) in subparagraph 5:

a) by replacing the word “and” in subparagraph (ii) of subparagraph (a) with the word “or”;

b) by deleting the word “otherwise” in subparagraph (b);

(2) in subparagraph 7:

a) by replacing, in the French text of subparagraph (a), the words “chef des services financiers” with the words “chef des finances”;

b) by adding “together with the documents and information incorporated herein by reference and” after the words “simplified prospectus” in subparagraph (c);

(3) in subparagraph 8:

a) by replacing, in the French text, the words “porteur qui vend les titres” with the words “porteur vendeur”;

b) by adding “together with the documents and information incorporated herein by reference and” after the words “simplified prospectus”;

(4) by replacing, in the French text of subparagraph (a) of subparagraph 9, the words “chef des services financiers” with the words “chef des finances”;

(5) by adding the following subparagraph at the end:

“10. List all exemptions from the provisions of this Regulation granted to the issuer applicable to the base PREP prospectus, including all exemptions to be evidenced by the issuance of a receipt for the base PREP prospectus pursuant to section 6.2.”

* Regulation 44-103 respecting Post-Receipt Pricing, adopted on May 22, 2001 pursuant to decision no. 2001-C-0203 and published in the Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, volume 32, no. 22 dated June 1, 2001, was amended solely by the Regulation approved by Ministerial Order no. 2005-19 dated August 10, 2005 (2005, G.O. 2, 3516).

4. Section 3.3 of the Regulation is amended by replacing “44-101F3 Short Form Prospectus” with “44-101F1 of Regulation 44-101 respecting Short Form Prospectus Distributions” in paragraph 8.

5. Section 3.5 of the Regulation, in the French text, is amended:

(1) by replacing, in the French text, the words “l’émission” with the words “l’octroi” in paragraph 1;

(2) by replacing, in the French text, the words “de la première convention d’achat-vente” with the words “de la première entente de souscription” in paragraph 2.

6. Section 3.6 of the Regulation is amended, in the English text of paragraph 2, by replacing the words “reference in each certificate to the document” with the words “reference to the document in each certificate”.

7. Section 4.1 of the Regulation is replaced by the following:

“4.1. Requirement to Use a Supplemented PREP Prospectus

Amendment to a Base PREP Prospectus - An issuer or selling security holder that distributes securities under a base PREP prospectus shall supplement the disclosure in the base PREP prospectus with a supplemented PREP prospectus in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities distributed under the prospectus and, in Québec, to contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.”.

8. Subparagraph (b) of section 4.5 of the Regulation is amended:

(1) in subparagraph 3:

a) by replacing, in the French text of subparagraph (a), the words “chef des services financiers” with the words “chef des finances”;

b) by replacing subparagraph (c) with the following:

“(c) any person or company who is a promoter of the issuer:

“This [insert, if applicable, “short form”] prospectus, [insert in the case of a short form prospectus distribution – “together with the documents incorporated herein by reference,”] constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified]. [Insert if distribution made in Québec - “For the purpose of the Province of Québec, this [insert, if applicable, “simplified”] prospectus, [insert in the case of a short form prospectus distribution - “together with documents incorporated herein by reference and as supplemented by the permanent information record,”] contains no misrepresentation likely to affect the value or the market price of the securities to be distributed.”.”;

(2) by replacing subparagraph 4 with the following:

“4. Instead of the prospectus certificate required under paragraph 8 of subsection 3.2(1), a certificate in the following form signed by each underwriter, if any, who for the securities to be distributed under the prospectus, is in a contractual relationship with the issuer or selling security holder:

“To the best of our knowledge, information and belief, this [insert, if applicable, “short form”] prospectus [insert in the case of a short form prospectus distribution - “, together with the documents incorporated herein by reference,”] constitutes

full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified]. [Insert if distribution made in Québec - “For the purpose of the Province of Québec, this [insert, if applicable, “simplified”] prospectus, [insert in the case of a short form prospectus distribution - “together with documents incorporated herein by reference and as supplemented by the permanent information record,”] contains no misrepresentation likely to affect the value or the market price of the securities to be distributed.”].”.”;

(3) by deleting, in the French text of subparagraph 5, the words “de prospectus”.

9. The title of Part 5 and section 5.1 of the Regulation are repealed.

10. Section 6.1 of the Regulation is amended by deleting the words “and Alberta” in paragraph 2.

11. The Regulation is amended by replacing, in the French text and wherever they appear, the words “porteur qui vend les titres” with the words “porteur vendeur”.

12. This Regulation comes into force on December 30, 2005.