

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

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8), (11) and (34))

1. Paragraph (2) of section 1.1 of Regulation 44-103 respecting Post-Receipt Pricing is replaced by the following:

“(2) Every term that is defined or interpreted in Regulation 41-101 respecting General Prospectus Requirements approved by Ministerial Order (*indicate the number and date of the ministerial order approving the regulation*) or in Regulation 44-101 respecting Short Form Prospectus Distributions, the definition or interpretation of which is not restricted to a specific portion of these Regulations has, if used in this Regulation, the meaning ascribed to it in the aforementioned Regulations, unless defined or interpreted in this Regulation.”.

2. Section 1.2 of the French text of the Regulation is replaced with the following:

“1.2. Modifications

Dans le présent règlement, toute mention d’une modification apportée à un prospectus désigne tant une simple modification, sans reprise du texte du prospectus, qu’une version modifiée du prospectus.”.

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

(1) by replacing, in subparagraph (1) of the French text, the words “page frontispice” with “page de titre”;

(2) by replacing subparagraph (7) with the following:

“7. The prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements and other securities legislation,

(a) in the following issuer certificate form:

“The [insert, if applicable, “short form”] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute, 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].”; and

(b) in the following underwriter certificate form:

“To the best of our knowledge, information and belief, this [insert, if applicable “short form”] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute 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].”;

(3) by deleting subparagraph 8;

(4) by deleting subparagraph 9.

4. Paragraph 8 of section 3.3 of the Regulation is replaced with the following:

“8. The identity of the members of the underwriting syndicate, other than the lead underwriter and any co-lead underwriter, and the disclosure required under Item 14 of Form 44-101F1 of Regulation 44-101 respecting Short Form Prospectus Distributions or Item 25 of Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements.”.

5. Section 3.6 of the Regulation is replaced with the following:

“3.6 Amendment to a Base PREP Prospectus

(1) For an amendment to a base PREP prospectus, other than an amendment filed under section 2.4 to opt out of the PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), and if the amendment is not a restatement of the base PREP prospectus, insert the phrase “as amended by this amendment” after the reference in each certificate form to the prospectus.

(2) For an amended and restated base PREP prospectus, other than an amended and restated base PREP prospectus filed under section 2.4 to opt out of the PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), preface the reference to the prospectus in each certificate form with the phrase “this amended and restated”.”.

6. Section 4.1 of the Regulation is amended:

(1) by replacing, in the English text, the words “security holder” with “securityholder”;

(2) by deleting the words “and, in Québec, to contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed”.

7. Section 4.4 of the Regulation is amended:

(1) in paragraph (1), by replacing, in the English text and wherever it appears, the word “percent” with the symbol “%”;

(2) in paragraph (2):

(a) by replacing, in the English text and wherever it appears, the word “percent” with the symbol “%”;

(b) by inserting the words “Part 6 of Regulation 41-101 respecting General Prospectus Requirements or other” before “securities legislation that require the filing”;

(3) in paragraph (3):

(a) by inserting the words “Part 6 of Regulation 41-101 respecting General Prospectus Requirements or other” before “securities legislation that require the filing”;

(b) by replacing, wherever it appears, the word “certificates” with “issuer certificate form and underwriter certificate form”.

8. Section 4.5 of the Regulation is amended:

(1) by renumbering paragraphs (a) and (b) of the French text as paragraphs 1 and 2, respectively;

(2) in paragraph 2:

- (a) by replacing subparagraph 3 with the following:

“3. The prospectus certificates required by Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation,

- (a) in the following issuer certificate form:

“This [insert, if applicable, “short form”] prospectus, [insert in the case of a short form prospectus distribution - “, together with the documents incorporated 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].”; and

- (b) in the following underwriter certificate form:

“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 by reference,”] constitutes full, true and plain disclosure of all material facts relating to securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified].”;

- (b) by deleting subparagraph 4;

- (c) by deleting subparagraph 5.

9. Section 4.7 of the Regulation is replaced with the following:

“4.7 Amendment to a Supplemented PREP Prospectus - An amendment to a supplemented PREP prospectus shall contain the form of certificates set out in subsection 4.5(2) for a supplemented PREP prospectus with the following changes:

1. If the amendment is not a restatement of the supplemented PREP prospectus, the phrase “as amended by this amendment” inserted after the reference in each certificate form to the prospectus.

2. If the amendment is an amended and restated supplemented PREP prospectus, the reference in each certificate form to the prospectus prefaced by the phrase “this amended and restated”.”.

10. Section 4.10 of the Regulation is amended by replacing, wherever they appear, the words “securities legislation” with “Part 9 of Regulation 41-101 respecting General Prospectus Requirements” and deleting the words “or delivered to the regulator”, “or delivered, as the case may be,” and “or redelivered, as the case may be,”.

11. Section 6.1 of the Regulation is amended by adding the following paragraph after paragraph (2):

“(2.1) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions, adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision no. 2001-C-0274 dated June 12, 2001, opposite the name of the local jurisdiction.”.

12. Section 6.2 is amended by replacing paragraph (2) with the following:

“(2) The issuance of a receipt for a base PREP prospectus or an amendment to a base PREP prospectus is not evidence that the exemption is being granted unless

- (a) the person that sought the exemption sent to the regulator

(i) the letter or memorandum referred to in subsection 6.1(3), on or before the date of the filing of the preliminary base PREP prospectus, or

(ii) the letter or memorandum referred to in subsection 6.1(3) after the date of the filing of the preliminary base PREP prospectus and received a written acknowledgement from the regulator that the exemption may be evidenced in the manner set out in subsection (1), and

(b) the regulator has not before, or concurrently with, the issuance of the receipt sent notice to the person that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1).”.

13. The Regulation is amended by replacing, in the English text and wherever they appear, the words “security holder” with “securityholder”.

14. This Regulation comes into force on March 17, 2008.