

Regulation to amend Regulation 45-106 respecting prospectus and registration exemptions*

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (9) and (34))

1. Form 45-106F2 of Regulation 45-106 respecting Prospectus and Registration Exemptions is amended, under the heading “Instructions for Completing Form 45-106F2 Offering Memorandum for Non-Qualifying Issuers”:

(1) by adding the following after paragraph 10 of part A:

“11. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. If an extract of FOFI, as defined in Regulation 51-102 respecting Continuous Disclosure Obligations, is disseminated, the extract or summary must be reasonable and balanced and have a cautionary note in boldface stating that the information presented is not complete and that complete FOFI is included in the offering memorandum.”;

(1) by replacing paragraph 12 with the following in part B:

“12. Forward-looking information included in an offering memorandum must comply with section 4A.2 of Regulation 51-102 respecting Continuous Disclosure Obligations and must include the disclosure described in section 4A.3 of Regulation 51-102 respecting Continuous Disclosure Obligations. In addition to the foregoing, FOFI or a financial outlook, each as defined in Regulation 51-102 respecting Continuous Disclosure Obligations, included in an offering memorandum must comply with Part 4B of Regulation 51-102 respecting Continuous Disclosure Obligations. For an issuer that is not a reporting issuer, references to a “reporting issuer” in section 4A.2, section 4A.3 and Part 4B of Regulation 51-102 respecting Continuous Disclosure Obligations should be read as references to an “issuer”. Additional guidance may be found in Policy Statement to Regulation 51-102 respecting Continuous Disclosure Obligations made pursuant to decision No. 2005-PDG-0158 dated June 1, 2005.”

* Regulation 45-106 respecting Prospectus and Registration Exemptions, approved by Ministerial Order No. 2005-20 dated August 12, 2005 (2005, G.O. 2, 3664), has not been amended since its approval.

2. Form 45-106F3 of the Regulation is amended, under the heading “Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers”:

(1) by adding the following after paragraph 11 of part A:

“12. During the course of a distribution of securities, any material forward-looking information disseminated must only be that which is set out in the offering memorandum. If an extract of FOFI, as defined in Regulation 51-102 respecting Continuous Disclosure Obligations, is disseminated, the extract or summary must be reasonable and balanced and must have a cautionary note in boldface stating that the information presented is not complete and that complete FOFI is included in the offering memorandum.”;

(2) by replacing paragraph 2 with the following in part B:

“2. Forward-looking information included in an offering memorandum must comply with section 4A.2 of Regulation 51-102 respecting Continuous Disclosure Obligations and must include the disclosure described in section 4A.3 of Regulation 51-102 respecting Continuous Disclosure Obligations. In addition to the foregoing, FOFI or a financial outlook, each as defined in Regulation 51-102 respecting Continuous Disclosure Obligations, included in an offering memorandum must comply with Part 4B of Regulation 51-102 respecting Continuous Disclosure Obligations. Additional guidance may be found in Policy Statement to Regulation 51-102 respecting Continuous Disclosure Obligations.”.

3. This Regulation comes into force on December 31, 2007.