

## REGULATION TO AMEND REGULATION 45-106 RESPECTING PROSPECTUS EXEMPTIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (6), (8), (11) and (34))

1. Section 1.1 of Regulation 45-106 respecting Prospectus Exemptions (chapter V-1.1, r. 21) is amended:

(1) by inserting, after the definition of the expression “AIF”, the following:

““annual disclosure statement” has the same meaning as in Regulation 51-102 respecting Continuous Disclosure Obligations;”;

(2) by inserting, after the definition of the expression “fully managed account”, the following:

““interim disclosure statement” has the same meaning as in Regulation 51-102 respecting Continuous Disclosure Obligations;”;

(3) by inserting, in subparagraph (i) of paragraph (c) of the definition of the expression “qualifying issuer” and after the word “annual”, the word “financial”.

2. Section 2.22 of the Regulation is amended by replacing, in the definition of the expression “listed issuer”, subparagraph (ii.1) of paragraph (a) with the following:

“(ii.1) NEO Exchange Inc.,”.

3. Section 5.2 of the Regulation is amended, in subparagraph (i) of paragraph (e):

(1) by replacing subparagraphs (A) and (B) with the following:

“A) the AIF, if it is not included in the issuer’s annual disclosure statement referred to in clause (B),

“B) the most recent annual disclosure statement or annual financial statements and the MD&A relating to those financial statements;”;

(2) by inserting, in subparagraph (C) and after the word “all”, the words “interim disclosure statements”.

4. Form 45-106F3 of the Regulation is amended, in the part titled “**Instructions for Completing Form 45-106F3 Offering Memorandum for Qualifying Issuers**”:

(1) in part C:

(a) by replacing instruction 1 with the following:

“1. If the offering memorandum does not incorporate by reference the issuer’s AIF and audited financial statements, or annual disclosure statement for its most recently completed financial year, revise the offering memorandum to incorporate by reference any annual disclosure statement, interim disclosure statement or financial statements that are required to be filed prior to the distribution to incorporate by reference the documents as soon as the documents are filed on SEDAR.”;

(b) by replacing, in instruction 2, the words “interim financial reports” with the words “interim disclosure statements”;

(2) in part D :

(a) in instruction 1 :

(i) by replacing paragraph (a) with the following:

“(a) if the issuer’s annual disclosure statement referred to in D.1(d) does not include an AIF, the issuer’s AIF for its most recently completed financial year for which an annual disclosure statement or annual financial statements are either required to be filed or has been filed,”;

(ii) by replacing paragraphs (c) and (d) with the following:

“(c) the interim disclosure statement for the issuer’s most recently completed interim period that is required to be filed or has been filed and which ends after the most recently completed financial year referred to in D.1(d),

“(d) for the issuer’s most recently completed financial year for which an annual disclosure statement or comparative financial statements are required to be filed or have been filed, the annual disclosure statement or comparative financial statements, including the accompanying auditor’s report,”;

(iii) by deleting, in paragraph (f), “D.1(c) and”;

(iv) by replacing, in paragraph (i), subparagraph (i) with the following:

“(i) the issuer’s current AIF contains the disclosure required under section 19 of Form 51-102F1 Annual Disclosure Statement; or”;

(b) by replacing, wherever it appears in the first paragraph of instruction 2, “section 5.4 of Form 51-102F2” with “section 18 of Form 51-102F1”.

## **5. Transition**

(1) In this section, the expression “document” means a document required to be filed under the Regulation.

(2) In this section, the expression “issuer’s effective date” means, in relation to an issuer, the earlier of

(a) the date the issuer is required to include in a document, directly or by incorporation, an annual disclosure statement for its first financial year ending on or after (*indicate here the date of coming into force of this Regulation*), and

(b) the date, on or after (*indicate here the date of coming into force of this Regulation*), the issuer includes in a document, directly or by incorporation, an annual disclosure statement or an interim disclosure statement prepared under Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24).

(3) The provisions of the Regulation, as amended by this Regulation, do not apply to an issuer until the issuer’s effective date.

(4) Until the issuer’s effective date, an issuer must comply with the Regulation as it read on (*indicate here the date preceding the date of coming into force of this Regulation*).

**6. Effective date**

This Regulation comes into force on (*indicate here the date of coming into force of this Regulation*).