

**M.O., 2015-03****Order number V-1.1-2015-03 of the Minister of Finance, February 12, 2015**

Securities Act  
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 45-513 respecting prospectus exemption for distribution to existing security holders

WHEREAS subparagraphs 11 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 45-513 respecting prospectus exemption for distribution to existing security holders was made by ministerial order 2014-01 dated February 28, 2014 (2014, *G.O.* 2, 634);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 45-513 respecting prospectus exemption for distribution to existing security holders was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 11, no. 49 of December 11, 2014;

WHEREAS the *Autorité des marchés financiers* made, on January 19, 2015, by the decision no. 2015-PDG-0005, Regulation to amend Regulation 45-513 respecting prospectus exemption for distribution to existing security holders;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 45-513 respecting prospectus exemption for distribution to existing security holders appended hereto.

February 12, 2015

CARLOS LEITÃO,  
*Minister of Finance*

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**Regulation to amend regulation 45-513 respecting prospectus exemption for distribution to existing security holders**

Securities Act  
(chapter V-1.1, s. 331.1, par. (11) and (34))

**1.** Section 2 of Regulation 45-513 respecting Prospectus Exemption for Distribution to Existing Security Holders (chapter V-1.1, r. 21.1) is amended by replacing the definition of the expression “listed security” with the following:

““listed security” means a security of an issuer of a class of equity security listed on the TSX Venture Exchange, the Toronto Stock Exchange, the Canadian Securities Exchange or the Aequis Neo Exchange Inc.;”.

**2.** Section 3 of the Regulation is amended by replacing paragraph (b) with the following:

“(b) the issuer’s equity securities are listed for trading on the TSX Venture Exchange, the Toronto Stock Exchange, the Canadian Securities Exchange or the Aequis Neo Exchange Inc.;”.

**3.** This Regulation comes into force on March 1, 2015.

3660