REGULATION TO AMEND REGULATION 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (3), (8), (9), (11), (19), (20) and (34))

1. Section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended:

(1) by replacing the introductory paragraph with the following:

"(1) In this Regulation:";

(2) by replacing, in the definition of "reverse takeover acquirer", ", as that term is used in the Handbook, whose securityholders control the combined enterprise as a result of" with "in";

(3) by adding, in the definition of "recognized exchange", the following paragraph after paragraph (a), and making the necessary changes:

"(a.1) in Québec, a person or company authorized by the securities regulatory authority to carry on business as an exchange; and";

(4) by replacing the definition of "date of acquisition" with the following:

"date of acquisition" means the date of acquisition for accounting purposes;";

(5) in the definition of "venture issuer":

(a) by adding "," after "a U.S. marketplace", in the English text;

(b) by adding "other than the Alternative Investment Market of the London Stock Exchange or the market known as OFEX" after "the United States of America";

(6) in the definition of "SEC issuer", by replacing "a reporting" with "an";

(7) by adding the following after the definition of "date of acquisition":

" "equity investee" means a business that the issuer has invested in and accounted for using the equity method;";

(8) by adding the following after the definition of "new financial year":

" "non-standard year" means a financial year, other than a transition year, that does not have 365 days, or 366 days if it includes February 29;";

(9) by adding, in the definition of "transition year", "or business" after "issuer", wherever it appears;

(10) by adding the following after the definition of "date of acquisition":

" "electronic format" has the same meaning as in Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR) adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision No. 2001-C-0272 dated June 12, 2001;";

(11) by deleting the definition of “published market”;

(12) by replacing the definition of “executive officer” with the following:

“ “executive officer” means, for a reporting issuer, an individual who is

(a) a chair, vice-chair or president;

(b) a vice-president in charge of a principal business unit, division or function including sales, finance or production; or

(c) performing a policy-making function in respect of the issuer;”;

(13) by deleting the definition of “approved rating”;

(14) by adding the following after the definition of “restricted voting security”:

“ “restructuring transaction” means

(a) a reverse takeover;

(b) an amalgamation, merger, arrangement or reorganization;

(c) a transaction or series of transactions involving a reporting issuer acquiring assets and issuing securities that results in

(i) new securityholders owning or controlling more than 50% of the reporting issuer’s outstanding voting securities; and

(ii) a new person or company, a new combination of persons or companies acting together, the vendors of the assets, or new management

(A) being able to materially affect the control of the reporting issuer; or

(B) holding more than 20% of the outstanding voting securities of the reporting issuer, unless there is evidence showing that the holding of those securities does not materially affect the control of the reporting issuer; and

(d) any other transaction similar to the transactions listed in paragraphs (a) to (c),

but does not include a subdivision, consolidation, or other transaction that does not alter a securityholder’s proportionate interest in the issuer and the issuer’s proportionate interest in its assets;”;

(15) by adding the following after the definition of “investment fund”:

“ “issuer’s GAAP” has the same meaning as in Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency approved by Ministerial Order No. 2005-08 dated May 19, 2005;”;

(16) in the definition of “interim period”:

(a) by adding “a non-standard year or” after “in the case of a year other than” in subparagraph (a);

(b) by deleting “or” at the end of the English text of subparagraph (a);

(c) by adding the following after subparagraph (a):

"(a.1) in the case of a non-standard year, a period commencing on the first day of the financial year and ending within 22 days of the date that is nine, six or three months before the end of the financial year; or";

(17) by replacing the definition of "reverse takeover" with the following:

" "reverse takeover" means a transaction that the issuer is required under the issuer's GAAP to account for as a reverse takeover";

(18) by deleting, in the definition of "reverse takeover acquiree", ", as that term is used in the Handbook,";

(19) by adding, in the definition of "solicit", the following paragraph after paragraph (f), and making the necessary changes:

"(g) sending, by an intermediary as defined in Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision No. 2003-C-0082 dated March 3, 2003, of the documents referred to in that regulation;

(h) soliciting by a person or company in respect of securities of which the person or company is the beneficial owner;

(i) publicly announcing, by a securityholder, how the securityholder intends to vote and the reasons for that decision, if that public announcement is made by

(i) a speech in a public forum; or

(ii) a press release, an opinion, a statement or an advertisement provided through a broadcast medium or by a telephonic, electronic or other communication facility, or appearing in a newspaper, a magazine or other publication generally available to the public;

(j) communicating for the purposes of obtaining the number of securities required for a securityholder proposal under the laws under which the reporting issuer is incorporated, organized or continued or under the reporting issuer's constating or establishing documents; or

(k) communicating, other than a solicitation by or on behalf of the management of the reporting issuer, to securityholders in the following circumstances:

(i) by one or more securityholders concerning the business and affairs of the reporting issuer, including its management or proposals contained in a management information circular, and no form of proxy is sent to those securityholders by the securityholder or securityholders making the communication or by a person or company acting on their behalf, unless the communication is made by

(A) a securityholder who is an officer or director of the reporting issuer if the communication is financed directly or indirectly by the reporting issuer;

(B) a securityholder who is a nominee or who proposes a nominee for election as a director, if the communication relates to the election of directors;

(C) a securityholder whose communication is in opposition to an amalgamation, arrangement, consolidation or other transaction recommended or approved by the board of directors of the reporting issuer and who is proposing or intends to propose an alternative transaction to which the securityholder or an affiliate or associate of the securityholder is a party;

(D) a securityholder who, because of a material interest in the subject-matter to be voted on at a securityholder's meeting, is likely to receive a benefit from its approval or non-approval, which benefit would not be shared pro rata by all other holders of the same class of securities, unless the benefit arises from the securityholder's employment with the reporting issuer; or

(E) any person or company acting on behalf of a securityholder described in any of clauses (A) to (D);

(ii) by one or more securityholders and concerns the organization of a dissident's proxy solicitation, and no form of proxy is sent to those securityholders by the securityholder or securityholders making the communication or by a person or company acting on their behalf;

(iii) as clients, by a person or company who gives financial, corporate governance or proxy voting advice in the ordinary course of business and concerns proxy voting advice if

(A) the person or company discloses to the securityholder any significant relationship with the reporting issuer and any of its affiliates or with a securityholder who has submitted a matter to the reporting issuer that the securityholder intends to raise at the meeting of securityholders and any material interests the person or company has in relation to a matter on which advice is given;

(B) the person or company receives any special commission or remuneration for giving the proxy voting advice only from the securityholder or securityholders receiving the advice; and

(C) the proxy voting advice is not given on behalf of any person or company soliciting proxies or on behalf of a nominee for election as a director; or

(iv) by a person or company who does not seek directly or indirectly the power to act as a proxyholder for a securityholder;";

(20) by adding the following paragraphs at the end:

"(2) In this Regulation, an issuer is an affiliate of another issuer if

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same person.

(3) For the purposes of subsection (2), a person (first person) is considered to control another person (second person) if

(a) the first person, directly or indirectly, beneficially owns or exercises control or direction over securities of the second person carrying votes which, if exercised, would entitle the first person to elect a majority of the directors of the second person, unless that first person holds the voting securities only to secure an obligation,

(b) the second person is a partnership, other than a limited partnership, and the first person holds more than 50% of the interests of the partnership, or

(c) the second person is a limited partnership and the general partner of the limited partnership is the first person.";

2. The Regulation is amended by adding the following after section 3.1:

"**3.2 Filings Translated into French or English**

If a person or company files a document under this Regulation that is a translation of a document prepared in a language other than French or English, the person or company must

(a) attach a certificate as to the accuracy of the translation to the filed document; and

(b) make a copy of the document in the original language available to a registered holder or beneficial owner of its securities, on request.".

3. Section 4.1 of the Regulation is amended:

(1) by replacing "Auditor's Report" with "Audit" in the title;

(2) by replacing "accompanied by an auditor's report" with "audited" in paragraph (2).

4. The introductory paragraph of section 4.2 of the Regulation is amended:

(1) by adding "audited" before "annual financial statements";

(2) by deleting the words "and auditor's report".

5. Section 4.3 of the Regulation is amended:

(1) by replacing paragraph (1) with the following:

"(1) Subject to sections 4.7 and 4.10, a reporting issuer must file interim financial statements for interim periods ended after it became a reporting issuer.";

(2) in paragraph (4):

(a) by adding "that is a reporting issuer" after "If an SEC issuer";

(b) by deleting "approved by Ministerial Order 2005-08 dated 19 May, 2005" in subparagraph (c).

6. Section 4.6 of the Regulation is amended:

(1) by deleting "adopted by the Commission des valeurs mobilières du Québec pursuant to decision No. 2003-C-0082 dated March 3, 2003," in paragraph 2;

(2) by replacing paragraph (3) with the following:

"(3) If a registered holder or beneficial owner of securities, other than debt instruments, of a reporting issuer requests the issuer's annual or interim financial statements, the reporting issuer must send a copy of the requested financial statements to the person or company that made the request, without charge, by the later of,

(a) in the case of a reporting issuer other than a venture issuer, 10 calendar days after the filing deadline in subparagraph 4.2(a)(i) or 4.4(a)(i), section 4.7, or subsection 4.10(2), as applicable, for the financial statements requested;

(b) in the case of a venture issuer, 10 calendar days after the filing deadline in paragraph 4.2(b)(i) or 4.4(b)(i), section 4.7, or subsection 4.10(2), as applicable, for the financial statements requested; and

(c) 10 calendar days after the issuer receives the request.";

(3) by deleting “all” and by adding “, within 140 days of the issuer’s financial year-end and in accordance with Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer” after “debt instruments” in subsection (5).

7. Section 4.7 of the Regulation is amended by adding “of the issuer” after “were included in a document filed” in paragraph (1).

8. Section 4.8 of the Regulation is amended:

(1) by replacing “This section does not apply to an SEC issuer” with “An SEC issuer satisfies this section” in paragraph (1);

(2) by replacing “paragraph 4.3(1)(b)” in paragraph (5) with “subsection 4.3(1)” and, in the English text, by replacing “within” with “not more than”.

9. Section 4.9 of the Regulation is replaced by the following:

“4.9 Change in Corporate Structure

If an issuer is party to a transaction that resulted in,

(a) the issuer becoming a reporting issuer other than by filing a prospectus; or

(b) if the issuer was already a reporting issuer, in

(i) the issuer ceasing to be a reporting issuer,

(ii) a change in the reporting issuer’s financial year end, or

(iii) a change in the name of the reporting issuer;

the issuer must, as soon as practicable, and in any event not later than the deadline for the first filing required under this Regulation following the transaction, file a notice stating

(c) the names of the parties to the transaction;

(d) a description of the transaction;

(e) the effective date of the transaction;

(f) the name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity;

(g) the date of the reporting issuer’s first financial year-end after the transaction if paragraph (a) or subparagraph (b)(ii) applies;

(h) the periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year after the transaction, if paragraph (a) or subparagraph (b)(ii) applies; and

(i) what documents were filed under this Regulation that described the transaction and where those documents can be found in electronic format, if paragraph (a) or subparagraph (b)(ii) applies.”.

10. Section 4.10 of the Regulation is amended:

(1) in paragraph (2):

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

"(a) file the following financial statements for the reverse takeover acquirer, unless the financial statements have already been filed:

(i) financial statements for all annual and interim periods ending before the date of the reverse takeover and after the date of the financial statements included in an information circular or similar document, or under Item 5.2 of the Form 51-102F3 Material Change Report, prepared in connection with the transaction; or

(ii) if the reporting issuer did not file a document referred to in subparagraph (i), or the document does not include the financial statements for the reverse takeover acquirer that would be required to be included in a prospectus, the financial statements prescribed by the form of prospectus, other than a short form prospectus under Regulation 44-101 respecting Short Form Prospectus Distributions approved by Ministerial Order no. 2005-24 dated November 30, 2005, that the reverse takeover acquirer would be eligible to use for a distribution of securities in the jurisdiction;";

(b) by adding the following subparagraph after subparagraph (c)(iii), and making the necessary changes:

"(iv) the filing deadline in paragraph (b).";

(2) by adding the following paragraph:

"(3) A reporting issuer is not required to provide comparative interim financial information for the reverse takeover acquirer for periods that ended before the date of a reverse takeover if

(a) to a reasonable person it is impracticable to present prior-period information on a basis consistent with subsection 4.3(2);

(b) the prior-period information that is available is presented; and

(c) the notes to the interim financial statements disclose the fact that the prior-period information has not been prepared on a basis consistent with the most recent interim financial information.".

11. Section 4.11 of the Regulation is amended:

(1) by replacing the definition of "relevant period" in paragraph (1) with the following:

" "relevant period" means the period

(a) commencing at the beginning of the reporting issuer's two most recently completed financial years and ending on the date of termination or resignation; or

(b) during which the former auditor was the reporting issuer's auditor, if the former auditor was not the reporting issuer's auditor throughout the period described in paragraph (a);";

(2) by replacing "This section does not apply to an SEC issuer" with "An SEC issuer satisfies this section" in paragraph (4);

(3) by deleting the comma after "disagrees" in the English text of subparagraph (5)(a)(ii)(B);

(4) by deleting the comma after “disagrees” in the English text of subparagraph (6)(a)(ii)(B);

(5) by deleting “British Columbia” in paragraph (8).

12. Section 5.1 of the Regulation is amended:

(1) by adding the following paragraph:

“(1.1) Despite subsection (1), a reporting issuer does not have to file MD&A relating to the annual and interim financial statements required under sections 4.7 and 4.10 for financial years and interim periods that ended before the issuer became a reporting issuer.”;

(2) in paragraph (2):

(a) by replacing “, 4.4 and 4.7” with “and 4.4” in subparagraph (a);

(b) by replacing “, 4.3(1) or 4.7(1)” with “or 4.3(1)” in subparagraph (b).

13. Section 5.2 of the Regulation is amended by replacing paragraph (1) with the following:

“(1) Despite subsection 5.1(2), if an SEC issuer that is a reporting issuer is filing its annual or interim MD&A prepared in accordance with Item 303 of Regulation S-K or Item 303 of Regulation S-B under the 1934 Act, the SEC issuer must file that document on or before the earlier of

(a) the date the SEC issuer would be required to file that document under section 5.1; and

(b) the date the SEC issuer files that document with the SEC.

(1.1) Despite subsection 5.1(2), an SEC issuer that is a reporting issuer must file a supplement prepared in accordance with subsection (2) at the same time it files its annual or interim MD&A, if the SEC issuer

(a) has based the discussion in the MD&A on financial statements prepared in accordance with U.S. GAAP; and

(b) is required by subsection 4.1(1) of Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency to provide a reconciliation to Canadian GAAP.”.

14. **S**ection 5.3 of the Regulation is amended by adding “year-to-date” after “and the comparative” in subparagraph (2)(b).

15. Section 5.6 of the Regulation is amended:

(1) by replacing paragraph (1) with the following:

“(1) If a registered holder or beneficial owner of securities, other than debt instruments, of a reporting issuer requests the reporting issuer’s annual or interim MD&A, the reporting issuer must send a copy of the requested MD&A and any MD&A supplement required under section 5.2 to the person or company that made the request, without charge, by the delivery deadline set out in subsection 4.6(3) for the annual or interim financial statements to which the MD&A relates.”;

(2) in paragraph (3):

(a) by deleting “all”;

(b) by adding “, within 140 days of the issuer’s financial year-end and in accordance with Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer” after “holders of debt instruments”.

16. The Regulation is amended by adding the following after section 5.6:

“**5.7 Additional Disclosure for Reporting Issuers with Significant Equity Investees**

(1) A reporting issuer that has a significant equity investee must disclose in its MD&A, or in its MD&A supplement if one is required under section 5.2, for each period referred to in subsection (2),

(a) summarized information as to the assets, liabilities and results of operations of the equity investee; and

(b) the reporting issuer’s proportionate interest in the equity investee and any contingent issuance of securities by the equity investee that might significantly affect the reporting issuer’s share of earnings.

(2) The disclosure in subsection (1) must be provided for the following periods:

(a) in the case of annual MD&A, for the two most recently completed financial years; and

(b) in the case of interim MD&A, for the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements.

(3) Subsection (1) does not apply if

(a) the information required under that subsection has been disclosed in the financial statements to which the MD&A or MD&A supplement relates; or

(b) the issuer files separate financial statements of the equity investee for the periods referred to in subsection (2).”.

17. Section 6.3 of the Regulation is repealed.

18. Section 7.1 of the Regulation is amended:

(1) by replacing “a senior” with “an executive” in subparagraph (1)(a);

(2) by replacing “paragraph (1)(a)” with “subsection (1)” in paragraph (7).

19. Section 8.1 of the Regulation is amended:

(1) by adding “to which reserves, as defined in Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities approved by Ministerial Order No. 2005-15 dated August 2, 2005, have been specifically attributed” after “oil and gas property” in the definition of “business” in paragraph (1);

(2) by replacing paragraph (2) with the following:

“(2) This Part does not apply to a transaction that is a reverse takeover.”.

20. Section 8.2 of the Regulation is replaced by the following:

"**8.2 Obligation to File a Business Acquisition Report and Filing Deadline**

(1) If a reporting issuer completes a significant acquisition, it must file a business acquisition report within 75 days after the date of acquisition.

(2) Despite subsection (1), if the most recently completed financial year of the acquired business ended 45 days or less before the date of acquisition, a reporting issuer must file a business acquisition report

(a) within 90 days after the date of acquisition, in the case of an issuer other than a venture issuer, or

(b) within 120 days after the date of acquisition, in the case of a venture issuer.".

21. Section 8.3 of the Regulation is amended:

(1) by adding "and subject to subsections 8.10(1) and 8.10(2)" after "Despite subsection (1)" in paragraph (3);

(2) in paragraph (4):

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

"(a) The asset test: The reporting issuer's proportionate share of the consolidated assets of the business or related businesses exceeds 20 percent of the consolidated assets of the reporting issuer, calculated using the financial statements of each of the reporting issuer and the business or the related businesses for the most recently completed interim period or financial year of each, without giving effect to the acquisition.";

(b) by adding "or financial year" after "recently completed interim period" and by deleting "ended before the date of the acquisition" in subparagraph (b);

(c) in the English text of subparagraph (c):

(i) by replacing "The" with "the", "," with ";" and "." with ";" in subparagraph (i);

(ii) by replacing "The" with "the" and "," after "acquisition" with ";" in subparagraph (ii);

(3) by replacing "it" with "an acquisition" in the English text of paragraph (5);

(4) by replacing paragraphs (8) and (9) with the following:

"(8) For the purposes of paragraph (2)(c) and clause (4)(c)(ii)(A), if the reporting issuer's consolidated income from continuing operations for the most recently completed financial year was lower by 20 percent or more than its average consolidated income from continuing operations for the three most recently completed financial years, the issuer may, subject to subsection (10), substitute the average consolidated income from continuing operations for the three most recently completed financial years in determining whether the significance test set out in paragraph (2)(c) or (4)(c) is satisfied.

(9) For the purpose of clause (4)(c)(ii)(B) if the reporting issuer's consolidated income from continuing operations for the most recently completed 12-month period was lower by 20 percent or more than its average consolidated income from continuing operations for the three most recently completed 12-month periods, the issuer may, subject to subsection (10), substitute the average consolidated income for the three

most recently completed 12-month periods in determining whether the significance test set out in paragraph (4)(c) is satisfied.";

(5) by adding "reporting" after "audited annual financial statements of the" in subparagraph (11)(c);

(6) by adding the following paragraph after paragraph (11):

"(11.1) For the purposes of calculating the optional income test under clause (4)(c)(ii)(A), a reporting issuer may use pro forma consolidated income from continuing operations for its most recently completed financial year that was included in a previously filed document if

(a) the reporting issuer has made a significant acquisition of a business after its most recently completed financial year; and

(b) the previously filed document included

(i) audited annual financial statements of that acquired business for the periods required by this Part; and

(ii) the pro forma financial information required by subsection 8.4(5) or (6).";

(7) by adding the following paragraph after paragraph (14):

"(15) Despite subsections (2) and (4), the significance of an acquisition of a business or related businesses may be calculated using the audited financial statements for the financial year immediately preceding the reporting issuer's most recently completed financial year if the reporting issuer has not been required to file, and has not filed, audited financial statements for its most recently completed financial year.".

22. Section 8.4 of the Regulation is replaced by the following:

"**8.4 Financial Statement Disclosure for Significant Acquisitions**

(1) If a reporting issuer is required to file a business acquisition report under section 8.2, the business acquisition report must include the following for each business or related businesses:

(a) an income statement, a statement of retained earnings and a cash flow statement for the following periods:

(i) if the business has completed one financial year,

(A) the most recently completed financial year ended on or before the date of acquisition; and

(B) the financial year immediately preceding the most recently completed financial year, if any; or

(ii) if the business has not completed one financial year, the financial period commencing on the date of formation and ending on a date not more than 45 days before the date of acquisition;

(b) a balance sheet as at the end of each of the periods specified in paragraph (a); and

(c) notes to the financial statements.

(2) The most recently completed financial period referred to in subsection (1) must be audited.

(3) If a reporting issuer is required to include financial statements in a business acquisition report under subsection (1), the business acquisition report must include financial statements for

(a) the most recently completed interim period or other period that started the day after the date of the balance sheet specified in paragraph (1)(b) and ended,

(i) in the case of an interim period, before the date of acquisition; or

(ii) in the case of a period other than an interim period, after the interim period referred to in subparagraph (i) and on or before the date of acquisition; and

(b) a comparable period in the preceding financial year of the business.

(4) Despite subsection (3), the business acquisition report may include financial statements for a period ending not more than one interim period before the period referred to in subparagraph (3)(a)(i) if

(a) the business does not, or related businesses do not, constitute a material departure from the business or operations of the reporting issuer immediately before the acquisition;

(b) the reporting issuer will not account for the acquisition as a continuity of interests; and

(c) either

(i) the date of acquisition is, and the reporting issuer files the business acquisition report, within the following time after the business's or related businesses' most recently completed interim period:

(A) 45 days, if the reporting issuer is not a venture issuer; or

(B) 60 days, if the reporting issuer is a venture issuer; or

(ii) the reporting issuer filed a document before the date of acquisition that included financial statements for the business or related businesses that would have been required if the document were a prospectus, and those financial statements are for a period ending not more than one interim period before the interim period referred to in subparagraph (3)(a)(i).

(5) If a reporting issuer is required to include financial statements in a business acquisition report under subsection (1) or (3), the business acquisition report must include

(a) a pro forma balance sheet of the reporting issuer,

(i) as at the date of the reporting issuer's most recent balance sheet filed, that gives effect, as if they had taken place as at the date of the pro forma balance sheet, to significant acquisitions that have been completed, but are not

reflected in the reporting issuer's most recent balance sheet for an annual or interim period; or

(ii) if the reporting issuer has not filed a balance sheet for any annual or interim period, as at the date of the acquired business's most recent balance sheet, that gives effect, as if they had taken place as at the date of the pro forma balance sheet, to significant acquisitions that have been completed;

(b) a pro forma income statement of the reporting issuer that gives effect to significant acquisitions completed after the ending date of the financial year referred to in clause (i)(A) or (ii)(A), as applicable, as if they had taken place at the beginning of that financial year, for each of the following financial periods:

(i) the reporting issuer's

(A) most recently completed financial year for which it has filed financial statements; and

(B) interim period for which it has filed financial statements that started after the period in clause (A) and ended immediately before the date of acquisition or, in the reporting issuer's discretion, after the date of acquisition; or

(ii) if the reporting issuer has not filed an income statement for any annual or interim period, for the business's or related businesses'

(A) most recently completed financial year that ended before the date of acquisition; and

(B) period for which financial statements are included in the business acquisition report under paragraph (3)(a); and

(c) pro forma earnings per share based on the pro forma financial statements referred to in paragraph (b).

(6) Despite paragraph (5)(a) and clauses (5)(b)(i)(B) and (5)(b)(ii)(B), if the reporting issuer relies on subsection (4), the business acquisition report may include

(a) a pro forma balance sheet as at the date of the balance sheet filed immediately before the reporting issuer's most recent balance sheet filed; and

(b) a pro forma income statement for the period ending not more than one interim period before the interim period referred to in clause (5)(b)(i)(B) or (5)(b)(ii)(B), as applicable.

(7) If a reporting issuer is required to include pro forma financial statements in a business acquisition report under subsection (5),

(a) the reporting issuer must identify in the pro forma financial statements each significant acquisition, if the pro forma financial statements give effect to more than one significant acquisition;

(b) the reporting issuer must include in the pro forma financial statements a description of the underlying assumptions on which the pro forma financial statements are prepared, cross-referenced to each related pro forma adjustment;

(c) if the financial year-end of the business differs from the reporting issuer's year-end by more than 93 days, for the purpose of preparing the pro forma income statement for the reporting issuer's most recently completed financial year, the reporting issuer must construct an income statement of the business for a period of 12 consecutive months ending no more than 93 days before or after the reporting issuer's year-

end, by adding the results for a subsequent interim period to a completed financial year of the business and deducting the comparable interim results for the immediately preceding year;

(d) if a constructed income statement is required under paragraph (c), the pro forma financial statements must disclose the period covered by the constructed income statement on the face of the pro forma financial statements and must include a note stating that the financial statements of the business used to prepare the pro forma financial statements were prepared for the purpose of the pro forma financial statements and do not conform with the financial statements for the business included elsewhere in the business acquisition report;

(e) if a reporting issuer is required to prepare a pro forma income statement for an interim period required by paragraph (5)(b), and the pro forma income statement for the most recently completed financial year includes results of the business which are also included in the pro forma income statement for the interim period, the reporting issuer must disclose in a note to the pro forma financial statements the revenue, expenses, gross profit and income from continuing operations included in each pro forma income statement for the overlapping period; and

(f) a constructed period referred to in paragraph (c) does not have to be audited.

(8) If a reporting issuer is required under subsection (1) to include financial statements for more than one business because the significant acquisition involves an acquisition of related businesses, the financial statements required under subsection (1) must be presented separately for each business, except for the periods during which the businesses have been under common control or management, in which case the reporting issuer may present the financial statements of the businesses on a combined basis.”.

23. Section 8.5 of the Regulation is repealed.

24. Section 8.6 of the Regulation is amended:

(1) by replacing “an investment accounted for using the equity method” with “of an equity investee” in subparagraph (a);

(2) by replacing “business” with “equity investee” in subparagraphs (b)(i) and (b)(ii);

(3) by replacing “any” with “the most recently” in subparagraph (c) and by replacing “business” with “equity investee” in subparagraph (c)(i).

25. Section 8.7 of the Regulation is repealed.

26. Section 8.8 of the Regulation is amended:

(1) by replacing “8.5” with “8.4”;

(2) by deleting “for two completed financial years”.

27. Section 8.9 of the Regulation is amended by replacing “(2)” with “(3)”.

28. Section 8.10 of the Regulation is replaced by the following:

“**8.10 Acquisition of an Interest in an Oil and Gas Property**

(1) Despite subsections 8.3(2) and 8.3(4), the asset tests in paragraphs 8.3(2)(a) and 8.3(4)(a) do not apply to an acquisition

(a) of a business that is an interest in an oil and gas property or related businesses that are interests in oil and gas properties; and

(b) that is not of securities of another issuer.

(2) Despite subsections 8.3(2), 8.3(4), 8.3(8), 8.3(9), 8.3(10) and 8.3(11.1), a reporting issuer must substitute “operating income” for “consolidated income from continuing operations” for the purposes of the income test in paragraphs 8.3(2)(c) and 8.3(4)(c) if the acquisition is one described in subsection (1).

(3) Exemption from Financial Statement Disclosure - A reporting issuer is exempt from the requirements in section 8.4 if

(a) the significant acquisition is an acquisition described in subsection (1);

(b) the reporting issuer is unable to provide the financial statements in respect of the significant acquisition otherwise required under this Part because those financial statements do not exist or because the reporting issuer does not have access to those financial statements;

(c) the acquisition does not constitute a reverse takeover;

(d) the business or related businesses did not, immediately before the time of completion of the acquisition, constitute a “reportable segment” of the vendor, as defined in the Handbook;

(e) in respect of the business or related businesses, for each of the financial periods for which financial statements would, but for this section, be required under section 8.4, the business acquisition report includes

(i) an operating statement presenting for the business or related businesses at least the following:

(A) gross revenue;

(B) royalty expenses;

(C) production costs; and

(D) operating income;

(ii) a pro forma operating statement of the reporting issuer that gives effect to significant acquisitions completed after the ending date of the reporting issuer’s most recently completed financial year for which financial statements are required to have been filed, as if they had taken place at the beginning of that financial year, for each of the financial periods referred to in paragraph 8.4(5)(b);

(iii) a description of the property or properties and the interest acquired by the reporting issuer; and

(iv) disclosure of the annual oil and gas production volumes from the business or related businesses;

(f) the operating statement for the most recently completed financial period referred to in subsection 8.4(1) is audited; and

(g) the business acquisition report discloses

(i) the estimated reserves and related future net revenue attributable to the business or related businesses, the material assumptions used in preparing the estimates and the identity and relationship to the reporting issuer or to the vendor of the person who prepared the estimates; and

(ii) the estimated oil and gas production volumes from the business or related businesses for the first year reflected in the estimates disclosed under subparagraph (i).

(4) A reporting issuer is exempt from the requirements of subparagraphs (3)(e)(i), (ii) and (iv), if

(a) production, gross revenue, royalty expenses, production costs and operating income were nil for the business or related businesses for each financial period; and

(b) the business acquisition report discloses this fact.".

29. Section 8.11 of the Regulation is amended by replacing "(3)" with "(5)".

30. Section 9.5 of the Regulation is replaced by the following:

"**9.5 Exemption**

Sections 9.1 to 9.4 do not apply to a reporting issuer that complies with the requirements of the laws under which it is incorporated, organized or continued, if

(a) the requirements are substantially similar to the requirements of this Part; and

(b) the person or company promptly files a copy of any information circular and form of proxy, or other documents that contain substantially similar information, sent by the person or company in connection with the meeting.".

31. Section 11.1 of the Regulation is amended:

(1) by replacing "Filing" with "Disclosure" in the title;

(2) in paragraph (1):

(a) by adding "under the 1934 Act" after "furnishes to the SEC" in subparagraph (b);

(b) by adding the following subparagraph after subparagraph (b), and making the necessary changes:

"(c) that it files with another provincial or territorial securities regulatory authority other than in connection with a distribution.";

(3) by adding the following subparagraph after subparagraph (2)(b), and making the necessary changes:

"(c) the date on which the reporting issuer files that material with the other provincial or territorial securities regulatory authority.".

32. The Regulation is amended by adding the following after section 11.4:

"**11.5 Re-filing Documents**

If a reporting issuer decides it will

(a) re-file a document filed under this Regulation, or

(b) re-state financial information for comparative periods in financial statements for reasons other than retroactive application of a change in an accounting standard or policy or a new accounting standard,

and the information in the re-filed document, or re-stated financial information, will differ materially from the information originally filed, the issuer must immediately issue and file a news release authorized by an executive officer disclosing the nature and substance of the change or proposed changes.".

33. Section 12.1 of the Regulation is amended:

(1) by adding "material" after "and any " in paragraph (1);

(2) by deleting "under National Instrument 13-101 System for Electronic Data Analysis and Retrieval (SEDAR) adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision No. 2001-C-0272 dated June 12, 2001" in subparagraph (2)(b).

34. Section 13.1 of the Regulation is amended by replacing paragraph (3) with the following:

"(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 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.".

35. Section 13.3 of the Regulation is amended:

(1) by adding the following definition before the definition of "designated exchangeable security" in paragraph (1):

" "designated Canadian jurisdiction" means Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan;";

(2) in paragraph (2):

(a) by replacing "This Regulation does not apply to an exchangeable security issuer if" with "An exchangeable security issuer satisfies the requirements in this Regulation if";

(b) by deleting "direct or indirect" in subparagraph (a);

(c) by replacing subparagraphs (b) to (f) with the following:

"(b) the parent issuer is either

(i) an SEC issuer with a class of securities listed or quoted on a U.S. marketplace that has filed all documents it is required to file with the SEC; or

(ii) a reporting issuer in a designated Canadian jurisdiction that has filed all documents it is required to file under this Regulation;

(c) the exchangeable security issuer does not issue any securities, and does not have any securities outstanding, other than

(i) designated exchangeable securities;

(ii) securities issued to and held by the parent issuer or an affiliate of the parent issuer;

(iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order no. 2005-20 dated August 12, 2005;

(d) the exchangeable security issuer files in electronic format,

(i) if the parent issuer is not a reporting issuer in a designated Canadian jurisdiction, copies of all documents the parent issuer is required to file with the SEC under the 1934 Act, at the same time as, or as soon as practicable after, the filing by the parent issuer of those documents with the SEC; or

(ii) if the parent issuer is a reporting issuer in a designated Canadian jurisdiction,

(A) a notice indicating that the exchangeable security issuer is relying on the continuous disclosure documents filed by its parent issuer and setting out where those documents can be found in electronic format, if the parent issuer is a reporting issuer in the local jurisdiction; or

(B) copies of all documents the parent issuer is required to file under securities legislation, other than in connection with a distribution, at the same time as the filing by the parent issuer of those documents with a securities regulatory authority;

(e) the exchangeable security issuer concurrently sends to all holders of designated exchangeable securities all disclosure materials that are sent to holders of the underlying securities in the manner and at the time required by

(i) U.S. laws and any U.S. marketplace on which securities of the parent issuer are listed or quoted, if the parent issuer is not a reporting issuer in a designated Canadian jurisdiction; or

(ii) securities legislation, if the parent issuer is a reporting issuer in a designated Canadian jurisdiction;

(f) the parent issuer

(i) complies with U.S. laws and the requirements of any U.S. marketplace on which the securities of the parent issuer are listed or quoted if the parent issuer is not a reporting issuer in a designated Canadian jurisdiction, or securities legislation if the parent issuer is a reporting issuer in a designated Canadian jurisdiction, in respect of making public disclosure of material information on a timely basis; and

(ii) immediately issues in Canada and files any news release that discloses a material change in its affairs;";

(3) in paragraph (3):

(a) by adding "," after "so long as" in the English text;

(b) by replacing subparagraphs (a) to (c) with the following:

"(a) if the insider is not the parent issuer,

(i) the insider does not receive, in the ordinary course, information as to material facts or material changes concerning the parent issuer before the material facts or material changes are generally disclosed, and

(ii) the insider is not an insider of the parent issuer in any capacity other than by virtue of being an insider of the exchangeable security issuer;

(b) the parent issuer is the beneficial owner of all of the issued and outstanding voting securities of the exchangeable security issuer;

(c) if the insider is the parent issuer, the insider does not beneficially own any designated exchangeable securities other than securities acquired through the exercise of the exchange right and not subsequently traded by the insider;";

(c) by adding "or a reporting issuer in a designated Canadian jurisdiction" after "SEC issuer" in subparagraph (d);

(d) in subparagraph (e):

(i) by adding "and does not have any securities outstanding" after "has not issued any securities";

(ii) by adding "and held by the parent issuer or an affiliate of" after "securities issued to" and by deleting "or" in subparagraph (ii);

(iii) by replacing "the parent issuer or to" with "and held by" and by replacing "." with "; and" in subparagraph (iii);

(iv) by adding the following subparagraph after subparagraph (iii), and making the necessary changes:

"(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of Regulation 45-106 respecting Prospectus and Registration Exemptions.".

36. Section 13.4 of the Regulation is amended:

(1) by replacing paragraphs (1) and (2) with the following:

"(1) In this section:

"alternative credit support" means support, other than a guarantee, for the payments to be made by the issuer, as stipulated in the terms of the securities or in an agreement governing rights of, or granting rights to, holders of the securities that

(a) obliges the person or company providing the support to provide the issuer with funds sufficient to enable the issuer to make the stipulated payments, or

(b) entitles the holder of the securities to receive, from the person or company providing the support, payment if the issuer fails to make a stipulated payment;

"credit support issuer" means an issuer of securities for which a credit supporter has provided a guarantee or alternative credit support;

"credit supporter" means a person or company that provides a guarantee or alternative credit support for any of the payments to be made by an issuer of securities as stipulated in the terms of the securities or in an agreement governing rights of, or granting rights to, holders of the securities;

"designated Canadian jurisdiction" means Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Québec or Saskatchewan;

"designated credit support securities" means

(a) non-convertible debt or convertible debt that is convertible into securities of the credit supporter; or

(b) non-convertible preferred shares or convertible preferred shares that are convertible into securities of the credit supporter,

in respect of which a credit supporter has provided

(c) alternative credit support that

(i) entitles the holder of the securities to receive payment from the credit supporter, or enables the holder to receive payment from the credit support issuer, within 15 days of any failure by the credit support issuer to make a payment; and

(ii) results in the securities receiving the same credit rating as, or a higher credit rating than, the credit rating they would have received if payment had been fully and unconditionally guaranteed by the credit supporter, or would result in the securities receiving such a rating if they were rated; or

(d) a full and unconditional guarantee of the payments to be made by the credit support issuer, as stipulated in the terms of the securities or in an agreement governing the rights of holders of the securities, that results in the holder of such securities being entitled to receive payment from the credit supporter within 15 days of any failure by the credit support issuer to make a payment; and

"summary financial information" includes the following line items:

(a) sales or revenues;

(b) income from continuing operations;

(c) net earnings or loss; and

(d) unless the accounting principles used to prepare the financial statements of the person or company permits the preparation of the person or company's balance sheet without classifying assets and liabilities between current and non-current and the person or company provides alternative meaningful financial information which is more appropriate to the industry,

(i) current assets;

(ii) non-current assets;

(iii) current liabilities; and

(iv) non-current liabilities.

(1.1) For the purposes of subparagraph (2)(g)(ii), consolidating summary financial information must be prepared on the following basis:

(a) an entity's annual or interim summary financial information must be derived from the entity's financial information underlying the corresponding consolidated financial statements of the credit supporter for the corresponding period;

(b) the credit supporter column of consolidating summary financial information must account for investments in all subsidiaries under the equity method; and

(c) the other subsidiaries of the credit supporter column must account for these subsidiaries under the equity method.

(2) Except as provided in this subsection, a credit support issuer satisfies the requirements in this Regulation if

(a) the credit supporter is the beneficial owner of all the outstanding voting securities of the credit support issuer;

(b) the credit supporter is either

(i) an SEC issuer that is incorporated or organized under the laws of the United States of America or any state or territory of the United States of America or the District of Columbia and that has filed all documents it is required to file with the SEC; or

(ii) a reporting issuer in a designated Canadian jurisdiction that has filed all documents it is required to file under this Regulation;

(c) the credit support issuer does not issue any securities, and does not have any securities outstanding, other than

(i) designated credit support securities;

(ii) securities issued to and held by the credit supporter or an affiliate of the credit supporter;

(iii) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of Regulation 45-106 respecting Prospectus and Registration Exemptions;

(d) the credit support issuer files in electronic format,

(i) if the credit supporter is not a reporting issuer in a designated Canadian jurisdiction, copies of all documents the credit supporter is required to file with the SEC under the 1934 Act, at the same time or as soon as practicable after the filing by the credit supporter of those documents with the SEC; or

(ii) if the credit supporter is a reporting issuer in a designated Canadian jurisdiction,

(A) a notice indicating that the credit support issuer is relying on the continuous disclosure documents filed by the credit supporter and setting out where those documents can be found for viewing in electronic format, if the credit support issuer is a reporting issuer in the local jurisdiction; or

(B) copies of all documents the credit supporter is required to file under securities legislation, other than in connection with a distribution, at the same time as the filing by the credit supporter of those documents with a securities regulatory authority;

(e) if the credit supporter is not a reporting issuer in a designated Canadian jurisdiction, the credit supporter

(i) complies with U.S. laws and the requirements of any U.S. marketplace on which securities of the credit supporter are listed or quoted in respect of making public disclosure of material information on a timely basis; and

(ii) immediately issues in Canada and files any news release that discloses a material change in its affairs;

(f) the credit support issuer issues in Canada a news release and files a material change report in accordance with Part 7 for all material changes in respect of the affairs of the credit support issuer that are not also material changes in the affairs of the credit supporter;

(g) the credit support issuer files, in electronic format, in the notice referred to in clause (d)(ii)(A) or in or with the copy of the interim and annual consolidated financial statements filed under subparagraph (d)(i) or clause (d)(ii)(B), either

(i) a statement that the financial results of the credit support issuer are included in the consolidated financial results of the credit supporter, if at that time,

(A) the credit support issuer has minimal assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the securities described in paragraph (c), and

(B) each item of the summary financial information of the subsidiaries of the credit supporter on a combined basis, other than the credit support issuer, represents less than 3% of the corresponding items on the consolidated financial statements of the credit supporter being filed or referred to under paragraph (d), or

(ii) for the periods covered by the interim or annual consolidated financial statements of the credit supporter filed, consolidating summary financial information for the credit supporter presented with a separate column for each of the following:

(A) the credit supporter;

(B) the credit support issuer;

(C) any other subsidiaries of the credit supporter on a combined basis;

(D) consolidating adjustments; and

(E) the total consolidated amounts;

(h) the credit support issuer files a corrected notice under clause (d)(ii)(A) if the credit support issuer filed the notice with the statement contemplated in subparagraph (g)(i) and the credit support issuer can no longer rely on subparagraph (g)(i);

(i) in the case of designated credit support securities that include debt, the credit support issuer concurrently sends to all holders of such securities all

disclosure materials that are sent to holders of similar debt of the credit supporter in the manner and at the time required by

(i) U.S. laws and any U.S. marketplace on which securities of the credit supporter are listed or quoted, if the credit supporter is not a reporting issuer in a designated Canadian jurisdiction; or

(ii) securities legislation, if the credit supporter is a reporting ` issuer in a designated Canadian jurisdiction; and

(j) in the case of designated credit support securities that include preferred shares, the credit support issuer concurrently sends to all holders of such securities all disclosure materials that are sent to holders of similar preferred shares of the credit supporter in the manner and at the time required by

(i) U.S. laws and any U.S. marketplace on which securities of the credit supporter are listed or quoted, if the credit supporter is not a reporting issuer in a designated Canadian jurisdiction; or

(ii) securities legislation, if the credit supporter is a reporting issuer in a designated Canadian jurisdiction.”.

(2) in paragraph (3):

(a) by adding “,” after “so long as” in the English text;

(b) by replacing subparagraphs (a) to (d) with the following:

“(a) if the insider is not the credit supporter,

(i) the insider does not receive, in the ordinary course, information as to material facts or material changes concerning the credit supporter before the material facts or material changes are generally disclosed, and

(ii) the insider is not an insider of the credit supporter in any capacity other than by virtue of being an insider of the credit support issuer;

(b) the credit supporter is the beneficial owner of all the issued and outstanding voting securities of the credit support issuer;

(c) if the insider is the credit supporter, the insider does not beneficially own any designated credit support securities;

(d) the credit supporter is either

(i) an SEC issuer that is incorporated or organized under the laws of the United States of America or any state or territory of the United States of America or the District of Columbia and that has filed all documents it is required to file with the SEC; or

(ii) a reporting issuer in a designated Canadian jurisdiction that has filed all documents it is required to file under this Regulation; and”;

(c) in subparagraph (e):

(i) by adding “and does not have any securities outstanding” after “has not issued any securities”;

(ii) by adding “and held by” after “issued to” and by deleting “or” in subparagraph (ii);

(iii) by adding "and held by" after "issued to" in subparagraph (iii);

(iv) by adding the following subparagraph after subparagraph (iii), and making the necessary changes:

"(iv) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of Regulation 45-106 respecting Prospectus and Registration Exemptions.";

(3) by adding the following paragraph after paragraph (3):

"(4) A credit supporter is not a reporting issuer in a designated Canadian jurisdiction for the purposes of subparagraph (2)(b)(ii) if the credit supporter complies with a requirement of this Regulation by relying on a provision of Regulation 71-102 respecting Continuous Disclosure and Other Exemptions Relating to Foreign Issuers approved by Minister's Order no. 2005-07 dated May 19, 2005.".

37. Section 14.2 of the Regulation is replaced by the following:

"**14.2 Transition**

Despite section 14.1, section 5.7 applies for financial years of the reporting issuer beginning on or after January 1, 2007.".

38. Form 51-102F1 Management's Discussion and Analysis is amended:

(1) in part 1:

(a) in paragraph (k), by replacing "National Instrument 43-101 *Standards of Disclosure for Mineral Projects* adopted by the *Commission des valeurs mobilières du Québec* pursuant to decision No. 2001-C-0199 dated May 22, 2001" with "Regulation 43-101 respecting Standards of Disclosure for Mineral Projects approved by Ministerial Order no. 2005-23 dated November 30, 2005", by deleting "approved by Ministerial Order No. 2005-15 dated August 2, 2005" and by replacing, in the English text, "Regulation 51-101 *Standards of Disclosure for Oil and Gas Activities*" with "Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities";

(b) by replacing, in the English text of paragraph (l), "Regulation 51-101 *Standards of Disclosure for Oil and Gas Activities*" with "Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities";

(c) in paragraph (n), by deleting "adopted by the *Commission des valeurs mobilières du Québec* under Decision No. 2001-C-0274 dated June 12, 2001";

(d) by adding the following paragraph after paragraph (o):

"(p) **Available Prior Period Information**

If you have not presented comparative financial information in your financial statements, in your MD&A you must provide prior period information relating to results of operations that is available.";

(2) in part 2:

(a) by replacing instruction (ii) to item 1.2 with the following:

"*(ii) Financial condition includes your company's financial position and reflects the overall health of the company (as shown on the balance sheet) and other*

factors that may affect your company's liquidity, capital resources and solvency. A discussion of financial condition should include important trends and risks that have affected the financial statements, and trends and risks that are reasonably likely to affect them in the future.";

(b) by adding the following after paragraph *(J)* of instruction (iii) to item 1.5 and making the necessary changes:

"*(K) if you have an equity investee that is significant to your company, the nature of the investment and significance to your company.*";

(c) by replacing "globalement par action," with "globalement, par action" in the French text of paragraphs (b) and (c) of item 1.5;

(d) in paragraph (h) of item 1.6:

(i) by replacing "anticipated" with "significant risk of" and by adding "or address the risk" after "cure the default or arrears";

(ii) by deleting "during the most recently completed financial year" in subparagraph (ii);

(e) by replacing "la réglementation" with "la loi" in the French text of instruction (ii) to item 1.8;

(f) by adding "If your company has filed separate MD&A for its fourth quarter, you may satisfy this requirement by incorporating that MD&A by reference." at the end of item 1.10;

(g) in item 1.12:

(i) by deleting paragraph (c), and making the necessary changes;

(ii) by replacing the title "INSTRUCTION" with "INSTRUCTIONS" in the English text;

(iii) by adding "*(i)*" before the paragraph under the title "INSTRUCTIONS";

(iv) by adding the following after the paragraph under the title "INSTRUCTIONS":

"*(ii) As part of your description of each critical accounting estimate, in addition to qualitative disclosure, you should provide quantitative disclosure when quantitative information is reasonably available and would provide material information for investors. Similarly, in your discussion of assumptions underlying an accounting estimate that relates to matters highly uncertain at the time the estimate was made, you should provide quantitative disclosure when it is reasonably available and it would provide material information for investors. For example, quantitative information may include a sensitivity analysis or disclosure of the upper and lower ends of the range of estimates from which the recorded estimate was selected.*";

(h) in paragraph (b) of item 1.15:

(i) by adding ", if applicable" after "Regulation 51-102";

(ii) by adding the following subparagraph after subparagraph (ii), and making the necessary changes:

"(iii) section 5.7 involving additional disclosure for reporting issuers with significant equity investees.";

(i) in item 2.2:

(i) by replacing the title "INSTRUCTION" with "INSTRUCTIONS" in the English text;

(ii) in paragraph (i), by replacing "*not an annual*" with "*an interim*", and by adding "*Base the disclosure, except the disclosure for section 1.3, on your interim financial statements. Since you do not have to update the disclosure required in section 1.3 in your interim MD&A, your first MD&A will provide disclosure under section 1.3 based on your annual financial statements.*" after the first sentence;

(iii) by adding the following paragraphs after paragraph (v):

"*(vi) In your interim MD&A, update the summary of quarterly results in section 1.5 by providing summary information for the eight most recently completed quarters.*

(vii) Your annual MD&A may not include all the information in Item 1 if you were a venture issuer as at the end of your last financial year. If you ceased to be a venture issuer during your interim period, you do not have to restate the MD&A you previously filed. Instead, provide the disclosure for the additional sections in Item 1 that you were exempt from as a venture issuer in the next interim MD&A you file. Base your disclosure for those sections on your interim financial statements.".

39. Form 51-102F2 Annual Information Form is amended:

(1) in part 1:

(a) by adding "and section 12.2" after "with Item 10" in paragraph (d);

(b) by adding ", including any documents incorporated by reference into the document or excerpt," before "under your SEDAR profile" in paragraph (f);

(2) in part 2:

(a) by replacing item 4.2 with the following:

"**4.2 Significant Acquisitions**

Disclose any significant acquisition completed by your company during its most recently completed financial year for which disclosure is required under Part 8 of Regulation 51-102, by providing a brief summary of the significant acquisition and stating whether your company has filed a Form 51-102F4 in respect of the acquisition.";

(b) by replacing "and up to the date of the AIF" with "or during or proposed for the current financial year" in paragraph (2) to item 5.1;

(c) in item 5.5:

(i) by replacing, in the English text and wherever they appear, the words "Regulation 51-101 *Standards of Disclosure for Oil and Gas Activities*" with "Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities";

(ii) by deleting subparagraph (1)(c);

(iii) by replacing “paragraphs (1)(a) and (1)(b) above” with “subsection (1)” in paragraph (2);

(iv) by adding the following paragraph after paragraph (3):

“(4) **Material Changes** – To the extent not reflected in the information disclosed in response to subsection (1), disclose the information contemplated by Part 6 of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities in respect of material changes that occurred after your company’s most recently completed financial year-end.”;

(d) in item 7.3:

(i) by replacing “one or more ratings, including provisional ratings, has been received” with “you have asked for and received a stability rating, or if you receive any other kind of rating, including a provisional rating,” and by adding, in the English text, “approved” after “from one or more”;

(ii) by adding “or stability rating” after “a provisional rating” in paragraph (a);

(iv) by adding “or a stability rating” after “a security rating” in paragraph (f);

(e) in item 10.2:

(i) by replacing the title “INSTRUCTION” with “INSTRUCTIONS” in the English text;

(ii) by adding “*(i)*” before the paragraph under the title “INSTRUCTIONS”;

(iii) by adding the following after the paragraph under the title “INSTRUCTIONS”:

“*(ii) A management cease trade order is “a cease trade or similar order” for the purposes of subparagraph 10.2(1)(a)(i) and so must be disclosed, whether or not the director, executive officer or shareholder was named in the order.*

(iii) A late filing fee, such as a filing fee that applies to the late filing of an insider report, is not a “penalty or sanction” for the purposes of section 10.2.”;

(f) in item 12:

(i) by replacing the title with “Legal Proceedings and Regulatory Actions”;

(ii) by replacing “Describe any legal proceedings to which your company is a party or of which any of its property is the subject and any such proceedings known to your company to be contemplated, including” with “Describe any legal proceedings your company is or was a party to, or that any of its property is or was the subject of, during your financial year. Describe any such legal proceedings your company knows are contemplated. Include” in item 12.1;

(iii) by adding the following item after item 12.1:

“**12.2 Regulatory Actions**

Describe any

(a) penalties or sanctions imposed against your company by a court relating to securities legislation or by a securities regulatory authority during your financial year,

(b) any other penalties or sanctions imposed by a court or regulatory body against your company that would likely be considered important to a reasonable investor in making an investment decision, and

(c) settlement agreements your company entered into with a court relating to securities legislation or with a securities regulatory authority during your financial year.";

(g) by replacing "*Regulation 51-101 Standards of Disclosure for Oil and Gas Activities*" with "*Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities*" in the English text of instruction (i) to item 16.2.

40. Form 51-102F3 Material Change Report is amended, in item 5:

(1) by adding the following after the title;

"**5.1 Full Description of Material Change**";

(2) by adding the following item after the third paragraph:

"**5.2 Disclosure for Restructuring Transactions**

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.";

(3) by replacing the title "INSTRUCTION" with "INSTRUCTIONS" in the English text;

(4) by adding "*(i)*" before the paragraph under the title "INSTRUCTIONS";

(5) by replacing "*Regulation 51-101 Standards of Disclosure for Oil and Gas Activities*" with "*Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities*" in the English text of the paragraph under the title "INSTRUCTION";

(6) by adding the following after the paragraph under the title "INSTRUCTIONS":

"*(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.*".

41. Form 51-102F4 Business Acquisition Report is amended, in subparagraph (1)(d):

(1) by deleting ", other than the financial statements or other information required by Item 3,";

(2) by replacing “Unless the referenced document or excerpt has already been filed” with “Unless you have already filed the referenced document or excerpt, including any documents incorporated by reference into the document or excerpt”;

(3) by adding “You must also disclose that the document is on SEDAR at www.sedar.com.” after the last sentence.

42. Form 51-102F5 Information Circular is amended:

(1) by adding “including any documents incorporated by reference into the document or excerpt,” after “document or excerpt,” in paragraph (c) of part 1;

(2) in part 2:

(a) by adding “(a “proposed director”)” after “nominated for election as a director” in the English text of item 7.1;

(b) by adding the following after item 7.2:

“**7.2.1** Describe the penalties or sanctions imposed and the grounds on which they were imposed, or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a proposed director has been subject to

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

7.2.2 Despite section 7.2.1, no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director.

INSTRUCTIONS

(i) The disclosure required by sections 7.2 and 7.2.1 also applies to any personal holding companies of the proposed director.

(ii) A management cease trade order is “a cease trade or similar order” for the purposes of paragraph 7.2(a)(i) and so must be disclosed, whether or not the proposed director was named in the order.

(iii) A late filing fee, such as a filing fee that applies to the late filing of an insider report, is not a “penalty or sanction” for the purposes of section 7.2.1.”;

(c) by replacing item 8 with the following:

“**Item 8 Executive Compensation**

If you are sending this information circular in connection with a meeting

(a) that is an annual general meeting,

(b) at which the company’s directors are to be elected, or

(c) at which the company's securityholders will be asked to vote on a matter relating to executive compensation,

include a completed Form 51-102F6 Statement of Executive Compensation.";

(d) in item 9, by deleting "9.1" and by adding the following after the title:

"**9.1 Equity Compensation Plan Information**

(1) Provide the information in subsection (2) if you are sending this information circular in connection with a meeting

(a) that is an annual general meeting,

(b) at which the company's directors are to be elected, or

(c) at which the company's securityholders will be asked to vote on a matter relating to executive compensation or a transaction that involves the company issuing securities.

(2)";

(e) in item 10.3, by replacing the first sentence with the following:

"You do not need to disclose information required by this Item

(a) if you are not sending this information circular in connection with a meeting

(i) that is an annual general meeting,

(ii) at which the company's directors are to be elected, or

(iii) at which the company's securityholders will be asked to vote on a matter relating to executive compensation,

(b) for any indebtedness that has been entirely repaid on or before the date of the information circular, or

(c) for routine indebtedness.";

(f) by replacing item 14.2 with the following:

"**14.2** If the action to be taken is in respect of a significant acquisition as determined under Part 8 of Regulation 51-102 under which securities of the acquired business are being exchanged for the company's securities, or in respect of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed, include disclosure for

(a) the company, if the company has not filed all documents required under Regulation 51-102,

(b) the business being acquired, if the matter is a significant acquisition,

(c) each entity, other than the company, whose securities are being changed, exchanged, issued or distributed, if

(i) the matter is a restructuring transaction, and

(ii) the company's current securityholders will have an interest in that entity after the restructuring transaction is completed, and

(d) each entity that would result from the significant acquisition or restructuring transaction, if the company's securityholders will have an interest in that entity after the significant acquisition or restructuring transaction is completed.

The disclosure must be the disclosure (including financial statements) prescribed by the form of prospectus, other than a short form prospectus under Regulation 44-101 respecting Short Form Prospectus Distributions, that the entity would be eligible to use for a distribution of securities in the jurisdiction.";

(g) by replacing item 14.5 with the following:

"**14.5** A company satisfies section 14.2 if it prepares an information circular in connection with a Qualifying Transaction, for a company that is a CPC, or in connection with a Reverse Take-Over (as Qualifying Transaction, CPC and Reverse Take-Over are defined in the TSX Venture Exchange policies) provided that the company complies with the policies and requirements of the TSX Venture Exchange in respect of that Qualifying Transaction or Reverse Take-Over.";

(h) by adding the following at the end of item 14.5:

"INSTRUCTION

For the purposes of section 14.2, a securityholder will not be considered to have an interest in an entity after an acquisition or restructuring transaction is completed if the securityholder will only hold a redeemable security that is immediately redeemed for cash.".

43. Form 51-102F6 Statement of Executive Compensation is amended:

(1) by replacing the title of the Form with the following in the French text:

"**ANNEXE 51-102A6, DÉCLARATION DE LA RÉMUNÉRATION DE LA HAUTE DIRECTION**";

(2) in item 1.1:

(a) by adding ", whatever the source," after "disclosure of all compensation";

(b) by replacing "inclus" with "inclut" in the French text;

(c) by adding "The particular requirements in this Form should be interpreted with regard to this purpose, the definition of "executive officer" in the Regulation, and in a manner that gives priority to substance over form." at the end;

(3) in item 1.4:

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

"(e) **Sources of Compensation**. Compensation to officers and directors must include compensation from the company and its subsidiaries. Also, the company must include in the appropriate compensation category any compensation paid under an understanding, arrangement or agreement existing among

(i) any of

(A) the company,

(B) its subsidiaries, or

(C) an officer or director of the company or its subsidiary, and

(ii) another entity,

for the purpose of the entity compensating the officer or director for employment services or office.

If the company's executive management is employed or retained by an external management company (including a subsidiary, affiliate or associate) and the company has entered into an understanding, arrangement or agreement of any kind for the provision of executive management services by the external management company to the company directly or indirectly, the company must disclose any compensation payable

(iii) directly by the company to any persons employed or retained by the external management company who are acting as executive officers and directors of the company; and

(iv) by the external management company to such persons that is attributable to services rendered to the company directly or indirectly.";

(b) by deleting "primary" in the English text of paragraph (f);

(c) by replacing "membre de la haute direction" with "dirigeant" and "membre" with "dirigeant" in the French text of paragraph (f);

(d) by adding the following paragraph after paragraph (f):

"(g) **Allocation of Compensation** – If the company's executive management is provided through an external management company, and the external management company has other clients in addition to the company, the company must disclose either,

(i) the portion of the compensation paid to the officer or director by the external management company that can be attributed to services rendered to the company; or

(ii) the entire compensation paid by the external management company to the officer or director.

If the company does allocate the compensation paid to the officer or director, it should disclose the basis for the allocation.".

44. This Regulation comes into force December 29, 2006.