

REGULATION TO AMEND REGULATION 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (8), (11), (20) and (34); 2006, c. 50)

1. Section 4.11 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended, in paragraph (8), by replacing the words “Except in Alberta and Manitoba, if” with the word “If”.

2. Section 9.2 of the Regulation is amended by adding, after paragraph (3), the following paragraph:

“(4) Despite paragraph 9.1(2)(b), a person or company may solicit proxies, other than by or on behalf of management of the reporting issuer, without sending an information circular, if the solicitation

(a) is conveyed by public broadcast, speech or publication;

(b) is permitted by the laws under which the reporting issuer is incorporated, organized or continued and the person or company making the solicitation complies with the requirements, if any, of those laws relating to the solicitation; and

(c) contains the following information:

(i) the name and address of the reporting issuer to which the solicitation relates;

(ii) the information required under item 2, sections 3.2, 3.3 and 3.4 and paragraphs (b) and (d) of item 5 of Form 51-102F5 Information Circular; and

(iii) any information required in respect of the solicitation by the laws under which the reporting issuer is incorporated, organized or continued.

(5) A person or company making a solicitation referred to in subsection (4) must file the information required by paragraph 4(c) and a copy of any related written communication before soliciting proxies.

(6) Subsection (4) does not apply to a person or company that is proposing, at the time of the solicitation, a significant acquisition or restructuring transaction involving the reporting issuer and the person or company, under which securities of the person or company, or securities of an affiliate of the person or company, are to be changed, exchanged, issued or distributed unless

(a) the person or company has filed an information circular or other document containing the information required by section 14.4 of Form 51-102F5 Information Circular; and

(b) the solicitation refers to that information circular or other document and discloses that it is on SEDAR.

(7) Subsection (4) does not apply to a person or company that is proposing, at the time of the solicitation, a nominee, including himself or herself, for election as a director of the reporting issuer unless

(a) the person or company has filed an information circular or other document containing the information required by Form 51-102F5 Information Circular in respect of the proposed nominee; and

(b) the solicitation refers to that information circular or other document and discloses that it is on SEDAR.”

3. Section 9.5 of the Regulation is replaced with the following section:

“9.5 Exemption

Sections 9.1 to 9.4 do not apply to a reporting issuer, or a person or company that solicits proxies from registered holders of voting securities of a reporting issuer, if

(a) the reporting issuer, person or company complies with the requirements of the laws under which the reporting issuer is incorporated, organized or continued;

(b) the requirements referred to in subsection (a) are substantially similar to the requirements of this Part; and

(c) the reporting issuer, 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 reporting issuer, person or company in connection with the meeting.”

4. This Regulation comes into force on *(insert the date of the coming into force of this Regulation)*.