"**13.1 Ownership of Securities of Issuer**

Provide the following information for each person that beneficially owns, or controls or directs, directly or indirectly, more that 10% of any class or series of voting securities of the issuer as of a specified date not more than 30 days before the date of the rights offering circular:

(a) the name;

(b) for each class or series of voting securities of the issuer, the number or amount of securities owned, controlled or directed, directly or indirectly; and

(c) the percentage of each class or series of voting securities known by the issuer to be owned, controlled or directed, directly or indirectly."

3. The Regulation is amended by replacing, wherever they appear, the words "person or company" with "person".

4. This Regulation comes into force on March 17, 2008.

Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations[8]

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (8) and (34); 2007, c. 15)

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

(1) in paragraph (1):

(a) by adding the following definition after the definition of "material change":

""material contract" means any contract that an issuer or any of its subsidiaries is a party to, that is material to the issuer;";

(b) in the definition of "informed person":

(i) by replacing paragraph (c) of the definition of "informed person" with the following:

"(c) any person who beneficially owns, or controls or directs, directly or indirectly, voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person as underwriter in the course of a distribution; and";

(ii) by deleting, in the English text and wherever they appear, the words "or company";

(c) by replacing the definition of "restricted security" with the following:

""restricted security" means an equity security of a reporting issuer, if any of the following apply:

(a) there is another class of securities of the reporting issuer that, to a reasonable person, appears to carry a greater number of votes per security relative to the equity security;

(b) the conditions attached to the class of equity securities, the conditions attached to another class of securities of the reporting issuer, or the reporting issuer's constating documents have provisions that nullify or, to a reasonable person, appear to significantly restrict the voting rights of the equity securities; or

(c) the reporting issuer has issued another class of equity securities that, to a reasonable person, appears to entitle the owners of securities of that other class to participate in the earnings or assets of the reporting issuer to a greater extent, on a per security basis, than the owners of the first class of equity securities;";

(d) by deleting, wherever they appear in the English text of the definitions of "board of directors", of "inter-dealer bond broker", of "marketplace", of "principal obligor", of "proxy", of "recognized exchange", of "restricted voting security", of "restructuring transaction" and of "solicit", the words "or company" and the words "or companies";

(2) by replacing, in paragraph (3), subparagraph (a) of with the following:

"(a) the first person 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,".

[8] Regulation 51-102 respecting Continuous Disclosure Obligations, approved by Ministerial Order No. 2005-03 dated May 19, 2005 (2005, *G.O.* 2, 1507), was last amended by the regulation approved by Ministerial Order No. 2007-08 dated December 14, 2007 (2007, *G.O.* 2, 4091). For previous amendments, refer to the *Tableau des modifications et Index sommaire, Éditeur officiel du Québec*, 2007, updated to September 1, 2007.

2. Section 8.4 of the Regulation is amended by replacing, wherever they appear in subparagraph (b) of paragraph (5), the words "after the ending date" with the words "since the beginning".

3. Section 8.10 of the Regulation is amended by replacing, in subparagraph (ii) of subparagraph (e) of paragraph (3), the words "after the ending date" with the words "since the beginning".

4. Section 10.1 of the Regulation is amended:

(1) in paragraph (1):

(a) by adding, in the French text of subparagraph (b) and after "« privilégiée »", the word ", « préférentielle »";

(b) by replacing, in the French text of subparagraphs (c) and (e), the word "afférents" with the word "rattachés";

(2) by adding, in the French text of paragraph (5) and after "« privilégiée »", the word ", « préférentielle »".

5. Section 12.2 of the Regulation is replaced by the following:

"**12.2 Filing of Material Contracts**

(1) Unless previously filed, a reporting issuer must file a material contract entered into

(a) within the last financial year; or

(b) before the last financial year if that material contract is still in effect.

(2) Despite subsection (1), a reporting issuer is not required to file a material contract entered into in the ordinary course of business unless the material contract is

(a) a contract to which directors, officers, or promoters are parties other than a contract of employment;

(b) a continuing contract to sell the majority of the reporting issuer's products or services or to purchase the majority of the reporting issuer's requirements of goods, services, or raw materials;

(c) a franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name;

(d) a financing or credit agreement with terms that have a direct correlation with anticipated cash distributions;

(e) an external management or external administration agreement; or

(f) a contract on which the reporting issuer's business is substantially dependent.

(3) A provision in a material contract filed pursuant to subsections (1) or (2) may be omitted or marked to be unreadable if an executive officer of the reporting issuer reasonably believes that disclosure of that provision would be seriously prejudicial to the interests of the reporting issuer or would violate confidentiality provisions.

(4) Subsection (3) does not apply if the provision relates to:

(a) debt covenants and ratios in financing or credit agreements;

(b) events of default or other terms relating to the termination of the material contract; or

(c) other terms necessary for understanding the impact of the material contract on the business of the reporting issuer.

(5) If a provision is omitted or marked to be unreadable under subsection (3), the reporting issuer must include a description of the type of information that has been omitted or marked to be unreadable immediately after the provision in the copy of the material contract filed by the reporting issuer.

(6) Despite subsections (1) and (2), a reporting issuer is not required to file a material contract entered into before January 1, 2002.".

6. Section 13.3 of the Regulation is amended:

(1) by deleting, in paragraph (1), in the English text of the definitions of "exchangeable security issuer" and of "parent issuer", the words "or company";

(2) by replacing, in the French text of subparagraph (iii) of subparagraph (h) of paragraph (2), the word "afférents" with the words "rattachés".

7. Section 13.4 of the Regulation is amended:

(1) in paragraph (1):

(a) by adding the following definition after the definition of "designated credit support securities":

""subsidiary credit supporter" means a credit supporter that is a subsidiary of the parent credit supporter;";

(b) by adding the following definition after the definition of "designated credit support securities":

""parent credit supporter" means a credit supporter of which the reporting issuer is a subsidiary;";

(c) in the definition of "designated credit support securities":

(i) by replacing the words "in respect of which a credit supporter has provided" with the words "in respect of which a parent credit supporter has provided";

(ii) by adding, in paragraph (a), the words "non-convertible" before the words "securities of the credit supporter";

(d) by deleting, in the definitions of "alternative credit support", of "credit supporter" and of "summary financial information" of the English text, the words "or company";

(2) in paragraph (1.1):

(a) by adding, wherever it occurs, the word "parent" before the words "credit supporter";

(b) by deleting, in subparagraph (b), the words "of consolidating summary financial information";

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

"(c) all subsidiary entity columns must account for investments in non-credit supporter subsidiaries under the equity method.";

(3) in paragraph (2):

(a) by replacing the words "Except as provided in subsection (4)" with the words "Except as provided in this section";

(b) by adding, wherever they occur, the word "parent" before the words "credit supporter";

(c) by adding, after subparagraph (j), the following:

"(k) no person other than the parent credit supporter has provided a guarantee or alternative credit support for the payments to be made under any issued and outstanding securities of the credit support issuer.

"(2.1) A credit support issuer satisfies the requirements of this Regulation where there is a parent credit supporter and one or more subsidiary credit supporters if

(a) the conditions in paragraphs (2)(a) to (f), (i), and (j) are complied with;

(b) the parent credit supporter controls each subsidiary credit supporter and the parent credit supporter has consolidated the financial statements of each subsidiary credit supporter into the parent credit supporter's financial statements that are filed or referred to under paragraph (2)(d);

(c) the credit support issuer files, in electronic format, in the notice referred to in clause (2)(d)(ii)(A) or in or with the copy of the interim and annual consolidated financial statements filed under subparagraph (2)(d)(i) or clause (2)(d)(ii)(B), for a period covered by any interim or annual consolidated financial statements of the parent credit supporter filed by the parent credit supporter, consolidating summary financial information for the parent credit supporter presented with a separate column for each of the following:

(i) the parent credit supporter;

(ii) the credit support issuer;

(iii) each subsidiary credit supporter on a combined basis;

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

(v) consolidating adjustments; and

(vi) the total consolidated amounts;

(d) no person, other than the parent credit supporter or a subsidiary credit supporter has provided a guarantee or alternative credit support for the payments to be made under the issued and outstanding designated credit support securities; and

(e) the guarantees or alternative credit supports are joint and several.

"(2.2) Despite paragraph (2.1)(c), the information set out in a column in accordance with

(a) subparagraph (2.1)(c)(iv), may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c); if each item of the summary financial information set out in a column in

accordance with subparagraph (2.1)(c)(iv) represents less than 3% of the corresponding items on the consolidated financial statements of the parent credit supporter being filed or referred to under paragraph (2)(d),

(b) subparagraph (2.1)(c)(ii) may be combined with the information set out in accordance with any of the other columns in paragraph (2.1)(c); if 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 (2)(c).";

(4) by replacing, in paragraph (3), subparagraphs (a) through (e) with the following:

"(a) the conditions in paragraphs (2)(a) to (c) are complied with;

"(b) if the insider is not a credit supporter,

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

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

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

(5) by adding, in paragraph (4), the word "parent" before the words "credit supporter".

8. Form 51-102F1 of the Regulation is amended, in the French text, in instruction (A) of Item 1.9, by replacing the word "*apparentés*" with the words "*personnes apparentées*".

9. Form 51-102F2 of the Regulation is amended:

(1) by replacing Item 3.2 with the following:

"**3.2 Intercorporate Relationships**

Describe, by way of a diagram or otherwise, the intercorporate relationships among your company and its subsidiaries. For each subsidiary state:

(a) the percentage of votes attaching to all voting securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by your company;

(b) the percentage of each class of restricted securities of the subsidiary beneficially owned, or controlled or directed, directly or indirectly, by your company; and

(c) where it was incorporated, continued, formed or organized.";

(2) by deleting, in Item 5.2, the following: "Risks should be disclosed in the order of their seriousness";

(3) by adding, after Item 5.2, the following;

INSTRUCTIONS

(i) Disclose the risks in order of seriousness from the most serious to the least serious.

(ii) A risk factor should not be de-emphasized by including excessive caveats or conditions.

(4) in paragraph (2) of Item 5.3:

(a) by replacing, in the introductory sentence, the words "information on the" with the words "financial disclosure that described the underlying" before the words "pool of financial assets";

(b) by replacing, in subparagraph (e) of the English text, "(a), (b), (c) or (d)" with "(a) through (d)";

(5) by adding, after paragraph (2), the following:

"(2.1) If any of the financial disclosure disclosed in accordance with subsection (2) has been audited, disclose the existence and results of the audit.";

(6) by replacing Item 6 with the following:

"**Item 6 Dividends or Distributions**

"**6.1 Dividends or Distributions**

(1) Disclose the amount of cash dividends or distributions declared per security for each class of your company's securities for each of the three most recently completed financial years.

(2) Describe any restriction that could prevent your company from paying dividends or distributions.

(3) Disclose your company's current dividend policy and any intended change in dividend policy.";

(7) in Item 7.3:

(a) by replacing, in the introductory sentence, the words "if you receive" with the words "if you are aware that you have received" before the words "any other kind of ratings";

(b) by replacing paragraph (g) with the following:

"(g) any announcement made by, or any proposed announcement known to the issuer that is to be made by, an approved rating organization to the effect that the organization is reviewing or intends to revise or withdraw a rating previously assigned and required to be disclosed under this section.";

(8) by adding, in paragraph (2) of Item 8.1, the words "but is traded or quoted on a foreign marketplace," after the words "If a class of securities of your company is not traded or quoted on a Canadian marketplace,";

(9) by replacing Item 8.2 with the following:

8.2 Prior Sales

For each class of securities of your company that is outstanding but not listed or quoted on a marketplace, state the price at which securities of the class have been issued during the most recently completed financial year by your company, the number of securities of the class issued at that price, and the date on which the securities were issued.

(10) by replacing Item 9 with the following:

"**Item 9 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer**

"**9.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer**

(1) State, in substantially the following tabular form, the number of securities of each class of your company held, to your company's knowledge, in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class for your company's most recently completed financial year.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class

(2) In a note to the table disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow or the date the contractual restriction on transfer ends, as applicable.

INSTRUCTIONS

(i) For the purposes of this item, escrow includes securities subject to a pooling agreement.";

(ii) For the purposes of this item, securities subject to contractual restrictions on transfer as a result of pledges made to lenders are not required to be disclosed.";

(11) by replacing the French text of the title of Item 10 with the following:

"Rubrique 10 Administrateurs et dirigeants";

(12) in Item 10.1:

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

"(3) State the number and percentage of securities of each class of voting securities of your company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by all directors and executive officers of your company as a group.";

(b) by deleting, in the English text of paragraph (5), the words "or company";

(c) by replacing the instruction with the following:

"*INSTRUCTIONS*

For the purposes of subsection (3), securities of subsidiaries of your company that are beneficially owned, or controlled or directed, directly or indirectly, by directors or executive officers through ownership, or control or direction, directly or indirectly, over securities of your company, do not need to be included.";

(13) by replacing, in the English text of Item 10.3, the words « or officer of your company or a subsidiary of your company » with the words « or officer of your company or of a subsidiary of your company »;

(14) in Item 11.1:

(a) by replacing the word "three" with the word "two";

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

"(b) the number and percentage of each class of voting securities and equity securities of your company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly;";

(c) by deleting, in subparagraph (ii) of subparagraph (d) of the French text, the words "ou la société";

(d) by deleting, wherever the appear in the English text, the words "or company";

(15) by replacing Item 12.1 with the following:

"**12.1 Legal Proceedings**

(1) 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 company's financial year.

(2) Describe any such legal proceedings your company knows to be contemplated.

(3) For each proceeding described in subsections (1) and (2), include the name of the court or agency, the date instituted, the principal parties to the proceeding, the nature of the claim, the amount claimed, if any, whether the proceeding is being contested, and the present status of the proceeding.

INSTRUCTIONS

You do not need to give information with respect to any proceeding that involves a claim for damages if the amount involved, exclusive of interest and costs, does not exceed ten per cent of the current assets of your company. However, if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, you must include the amount involved in the other proceedings in computing the percentage.";

(16) by replacing, in paragraph (c) of Item 12.2, the word "with" with the word "before", before "a court";

(17) in Item 13.1:

(a) by replacing, in the introductory sentence, the word "will" with the words "is reasonably expected to", before the words "materially affect your company:";

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

"(b) a person that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of your outstanding voting securities; and";

(c) by deleting, wherever they appear in the English text, the words "or company" and "or companies";

(18) by replacing Item 15.1 with the following:

"**15.1 Material Contracts**

Give particulars of any material contract

(a) required to be filed under section 12.2 of the Regulation at the time this AIF is filed, as required under section 12.3 of the Regulation, or

(b) would be required to be filed under section 12.2 of the Regulation at the time this AIF is filed, as required under section 12.3 of the Regulation, but for the fact that it was previously filed.

INSTRUCTIONS

(i) You must give particulars of any material contract that was entered into within the last financial year or before the last financial year but is still in effect, and that is required to be filed under section 12.2 of the Regulation or would be required to be filed under section 12.2 of the Regulation but for the fact that it was previously filed. You do not need to give particulars of a material contract that was entered into before January 1, 2002 because these material contracts are not required to be filed under section 12.2 of the Regulation.

(ii) Set out a complete list of all contracts for which particulars must be given under this item, indicating those that are disclosed elsewhere in the AIF. Particulars need only be provided for those contracts that do not have the particulars given elsewhere in the AIF.

(iii) Particulars of contracts must include the dates of, parties to, consideration provided for in, and general nature and key terms of, the contracts.";

(19) in Item 16.1, by replacing the words "statement, report or valuation" with the words "report, valuation, statement or opinion", wherever they appear;

(20) in Item 16.2:

(a) in paragraph (1):

(i) by replacing, in the French text of the introductory sentence, the words "droits de propriété véritable directe ou indirecte" with the words "droits de la nature de ceux du propriétaire, directs ou indirects,";

(ii) by replacing, in subparagraph (a) of paragraph (1), the words "statement, report or valuation" with the words "report, valuation, statement or opinion";

(b) by replacing, wherever they appear in paragraph (1.1), the words "statement, report or valuation" with the words "report, valuation, statement or opinion";

(c) by replacing, in paragraph (3) of the French text, the words "société visée au paragraphe 1" with the words "personne visée au paragraphe 1";

(d) by replacing, in paragraph (i) of the instruction, the words "*statement, report or valuation*" with the words "*report, valuation, statement or opinion*";

(e) by replacing, in the French text of paragraph (iii) of the instruction, the words "droits de propriété véritable directe ou indirecte" with the words "droits de la nature de ceux du propriétaire, directs ou indirects,";

(f) by deleting, wherever they appear in the English text, the words "or company" and "or company's";

(21) by replacing, in the French text of paragraph (2) of Item 17.1, the words "membres de la haute direction" with "dirigeants".

10. Form 51-102F5 of the Regulation is amended:

(1) by replacing Item 6.5 with the following:

"**6.5** If, to the knowledge of the company's directors or executive officers, any person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10 per cent or more of the voting rights attached to any class of voting securities of the company, name each person and state

(a) the approximate number of securities beneficially owned, or controlled or directed, directly or indirectly, by each such person; and

(b) the percentage of the class of outstanding voting securities of the company represented by the number of voting securities so owned, controlled or directed, directly or indirectly.";

(2) by replacing paragraphs (f) and (g) of Item 7.1 with the following:

"(f) State the number of securities of each class of voting securities of the company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by each proposed director.

"(g) If securities carrying 10 per cent or more of the voting rights attached to all voting securities of the company or of any of its subsidiaries are beneficially owned, or controlled or directed, directly or indirectly, by any proposed director and the proposed director's associates or affiliates,

(i) state the number of securities of each class of voting securities beneficially owned, or controlled or directed, directly or indirectly, by the associates or affiliates; and

(ii) name each associate or affiliate whose security holdings are 10 per cent or more.";

(3) in Item 11:

(a) by replacing, in the French text of instruction (iv), the words "rabais important accordé" with "décote importante accordée";

(b) by deleting, in the English text of the instructions, the words "or company" and "or companies".

11. The Regulation is amended by deleting, wherever they appear, the words "or company" and "or companies".

12. The Regulation is amended by replacing, wherever they appear in the French text, the words "page frontispice" with the words "page de titre".

13. The Regulation is amended by replacing, wherever they appear in the French text, the words "entente de règlement" with the words "règlement amiable", with the necessary changes.

14. This Regulation comes into force on March 17, 2008.