

(2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 opposite the name of the local jurisdiction.

PART 5 REPEAL AND EFFECTIVE DATE

Repeal

9. This Regulation replaces Regulation 52-108 respecting Auditor Oversight approved by Ministerial Order No. 2005-16 dated August 2, 2005.

Effective Date

10. This Regulation comes into force on September 30, 2014.

3483

M.O., 2014-07

Order number V-1.1-2014-07 of the Minister of Finance, September 11, 2014

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 41-101 respecting general prospectus requirements, Regulation to amend Regulation 51-102 respecting continuous disclosure obligations and Regulation to amend Regulation 71-102 respecting continuous disclosure and other exemptions relating to foreign issuers

WHEREAS subparagraphs 1, 3, 11, 19 and 19.1 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

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

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

WHEREAS the Regulation 41-101 respecting general prospectus requirements was approved by ministerial order no. 2008-05 dated March 4, 2008 (2008, *G.O.* 2, 810);

WHEREAS the Regulation 51-102 respecting continuous disclosure obligations was approved by ministerial order no. 2005-03 dated May 19, 2005 (2005, *G.O.* 2, 1507);

WHEREAS the Regulation 71-102 respecting continuous disclosure and other exemptions relating to foreign issuers approved by ministerial order no. 2005-07 dated May 19, 2005 (2005, *G.O.* 2, 1591);

WHEREAS there is cause to amend those regulations;

WHEREAS the draft Regulation to amend Regulation 41-101 respecting general prospectus requirements, Regulation to amend Regulation 51-102 respecting continuous disclosure obligations and Regulation to amend Regulation 71-102 respecting continuous disclosure and other exemptions relating to foreign issuers were published in the Bulletin de l'Autorité des marchés financiers, volume 10, no. 41 of October 17, 2013;

WHEREAS the *Autorité des marchés financiers* made, on August 19, 2014, by the decision no. 2014-PDG-0092, Regulation to amend Regulation 41-101 respecting general prospectus requirements, by the decision no. 2014-PDG-0093, Regulation to amend Regulation 51-102 respecting continuous disclosure obligations and by the decision no. 2014-PDG-0094, Regulation to amend Regulation 71-102 respecting continuous disclosure and other exemptions relating to foreign;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the following regulations appended hereto:

— Regulation to amend Regulation 41-101 respecting general prospectus requirements;

— Regulation to amend Regulation 51-102 respecting continuous disclosure obligations;

— Regulation to amend Regulation 71-102 respecting continuous disclosure and other exemptions relating to foreign issuers.

September 11, 2014

CARLOS LEITÃO,
Minister of Finance

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (19) and (19.1))

1. Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended:

(1) by replacing, in the French text of subparagraph (a) of paragraph (1) of item 8.4, the words “de ses titres comportant droit de vote ou de ses titres de capitaux propres” with the words “de titres comportant droit de vote ou de titres de capitaux propres de l’émetteur”;

(2) by inserting, after item 26.1, the following:

“26.1.1. Auditor that was not a participating audit firm

(1) If the auditor referred to in section 26.1 was not a participating audit firm, as defined in Regulation 52-108 respecting Auditor Oversight (chapter V-1.1, r. 26), as at the date of the most recent auditor’s report on financial statements included in the prospectus, include a statement in substantially the following form:

“*[Audit Firm A] audited the financial statements of [Entity B] for the year ended [state the period of the most recent financial statements included in the prospectus] and issued an auditor’s report dated [state the date of the auditor’s report for the relevant financial statements]. As at [state the date of the auditor’s report for the relevant financial statements], [Audit Firm A] was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board.*”.

(2) If an auditor of the financial statements required by Item 32 was not a participating audit firm, as defined in Regulation 52-108 respecting Auditor Oversight, as at the date of the most recent auditor’s report issued by that auditor on financial statements included in the prospectus, include a statement in substantially the following form:

“[*Audit Firm C*] audited the financial statements of [*Entity D*] for the year ended [*state the period of the most recent financial statements, if any, included in the prospectus under Item 32*] and issued an auditor's report dated [*state the date of the auditor's report for the relevant financial statements*]. As at [*state the date of the auditor's report for the relevant financial statements*], [*Audit Firm C*] was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board.”

2. This Regulation comes into force on September 30, 2014.

REGULATION TO AMEND REGULATION 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (19) and (19.1))

1. Section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24) is amended, in paragraph (1), by replacing, in the French text of subparagraph (iii) of paragraph (k) of the definition of the expression “solicit”, the words “faite, à titre de client” with the words “faite aux porteurs, en tant que clients”.

2. Section 4.11 of the Regulation is amended:

(1) in paragraph (5):

(a) in subparagraph (a):

(i) by replacing, in the part preceding subparagraph (i), “10” with “3”;

(ii) by replacing, in subparagraph (C) of subparagraph (ii), “20” with “7”;

(b) by replacing, in subparagraph (b), in the text before subparagraph (i), “30” with “14”;

(2) in paragraph (6):

(a) in subparagraph (a):

(i) by replacing, in the part preceding subparagraph (i), “10” with “3”;

(ii) by replacing, in subparagraph (C) of subparagraph (ii), “20” with “7”;

(iii) by replacing, in subparagraph (iii), “20” with “7”;

(b) in subparagraph (b):

(i) by replacing, in the part preceding subparagraph (i), “30” with “14”;

(ii) by deleting, in subparagraph (iv), the word “either”;

(3) by replacing paragraph (8) with the following:

“(8) If a reporting issuer does not file the reporting package required to be filed under subparagraph (5)(b)(ii) or the news release required to be filed under subparagraph (5)(b)(iv), the predecessor auditor must, within 3 days of the required filing date, advise the reporting issuer in writing of the failure and deliver a copy of the letter to the securities regulatory authority.”;

(4) by adding, after paragraph (8), the following:

“(9) If a reporting issuer does not file the reporting package required to be filed under subparagraph (6)(b)(ii) or the news release required to be filed under subparagraph (6)(b)(iv), the successor auditor must, within 3 days of the required filing date, advise the reporting issuer in writing of the failure and deliver a copy of the letter to the securities regulatory authority.”.

3. Section 8.10 of the Regulation is amended by replacing, in the French text of subparagraph (e) of paragraph (3), the word “normalement” with “, si le présent article ne s’appliquait pas,”.

4. Form 51-102F2 of the Regulation is amended, in the French text of Part 2:

(1) by deleting, in paragraph (1) of item 3.1, the word “social”;

(2) by replacing, in paragraph (1.2) of item 10.2, subparagraphs (a) and (b) with the following:

“a) est, à la date de la notice annuelle, ou a été, au cours des 10 années précédant cette date, administrateur ou membre de la haute direction de la société ou d’une autre société qui, pendant qu’il exerçait cette fonction ou dans l’année suivant la cessation de cette fonction, a fait faillite, fait une proposition concordataire en vertu de la législation sur la faillite ou l’insolvabilité, fait l’objet ou été à l’origine d’une procédure judiciaire, d’un concordat ou d’un compromis avec des créanciers, ou pour laquelle un séquestre, un séquestre-gérant ou un syndic de faillite a été nommé afin de détenir l’actif;

“b) a, au cours des 10 années précédant la date de la notice annuelle, fait faillite, fait une proposition concordataire en vertu de la législation sur la faillite ou l’insolvabilité, fait l’objet ou été à l’origine d’une procédure judiciaire, d’un concordat ou d’un compromis avec des créanciers, ou un séquestre, un séquestre-gérant ou un syndic de faillite a été nommé afin de détenir son actif.”;

(3) in item 16.2:

(a) by replacing, in paragraph (2.1), the words “une vérification” with the words “un audit”, and the words “des vérificateurs” with the words “des auditeurs”;

(b) by inserting, in paragraph (3) and after “Indiquer si une personne,”, “ou un administrateur,”.

5. Form 51-102F5 of the Regulation is amended, in the French text of item 7.2 of Part 2, by replacing paragraphs (b) and (c) with the following:

“b) est, à la date de la circulaire, ou a été, au cours des 10 années précédant cette date, administrateur ou membre de la haute direction d’une société, y compris celle visée par la circulaire, qui, pendant qu’il exerçait cette fonction ou dans l’année suivant la cessation de cette fonction, a fait faillite, fait une proposition concordataire en vertu de la législation sur la faillite ou l’insolvabilité, fait l’objet ou été à l’origine d’une procédure judiciaire, d’un concordat ou d’un compromis avec des créanciers, ou pour laquelle un séquestre, un séquestre-gérant ou un syndic de faillite a été nommé afin de détenir l’actif;

“c) a, au cours des 10 années précédant la date de la circulaire, fait faillite, fait une proposition concordataire en vertu de la législation sur la faillite ou l’insolvabilité, fait l’objet ou été à l’origine d’une procédure judiciaire, d’un concordat ou d’un compromis avec des créanciers, ou un séquestre, un séquestre-gérant ou un syndic de faillite a été nommé afin de détenir son actif.”.

6. This Regulation comes into force on September 30, 2014.

REGULATION TO AMEND REGULATION 71-102 RESPECTING CONTINUOUS DISCLOSURE AND OTHER EXEMPTIONS RELATING TO FOREIGN ISSUERS

Securities Act

(chapter V-1.1, s. 331.1, par. (9), (11) and (19))

1. Section 1.2 of Regulation 71-102 respecting Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (chapter V-1.1, r. 37) is amended by replacing the French text of subparagraph (b) of paragraph (1) with the following:

“b) les titres de capitaux propres de l'émetteur assujetti étranger qui sont représentés par un certificat américain d'actions étrangères ou une action américaine représentative d'actions étrangères émise par un dépositaire détenant des titres de capitaux propres de l'émetteur assujetti étranger.”

2. Section 4.3 of the Regulation is amended:

(1) by inserting, in paragraph (c) and after the words “annual financial statements”, the words “required to be”;

(2) by adding, after paragraph (e), the following, and making the necessary changes:

“(f) complies with Regulation 52-108 respecting Auditor Oversight (chapter V-1.1, r. 26).”

3. Section 5.4 of the Regulation is amended by adding, after paragraph (d), the following, and making the necessary changes:

“(e) complies with Regulation 52-108 respecting Auditor Oversight (chapter V-1.1, r. 26).”

4. This Regulation comes into force on September 30, 2014.