

base d'actions" and "plan de retraite" with, respectively, the words "attribution fondée sur des actions", "attributions fondées sur des actions", "attribution fondée sur des options", "attributions fondées sur des options" and "plan incitatif non fondé sur des titres de capitaux propres" and "régime de retraite", and making the necessary changes.

33. The Regulation is amended by replacing, wherever it occurs in the French text, the word "vérifiés" with the word "audités".

34. The Regulation is amended by replacing, wherever they occur in the French text, the words "titres d'emprunt" with the words "titres de créance".

35. This Regulation only applies to documents required to be prepared, filed, delivered or sent under Regulation 51-102 respecting Continuous Disclosure Obligations for periods relating to financial years beginning on or after January 1, 2011.

However, an issuer may apply the amendments set out in this Regulation to all documents required to be prepared, filed, delivered or sent under Regulation 51-102 respecting Continuous Disclosure Obligations for periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 21, 2010 and if the issuer is relying on the exemption in section 5.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

36. This Regulation comes into force on January 1, 2011.

Regulation to amend Regulation 52-108 respecting Auditor Oversight*

Securities Act
(R.S.Q., c. V-1.1, s. 331.1 par. (9), (19), (19.1) and (34))

1. Regulation 52-108 respecting Auditor Oversight is amended by replacing, wherever they occur in the French text, the words "**VÉRIFICATEURS**" and "de vérification", with, respectively, the words "**AUDITEURS**" and "d'audit".

2. This Regulation comes into force on January 1, 2011.

* Regulation 52-108 respecting Auditor Oversight, approved by Ministerial Order No. 2005-16 dated August 2, 2005 (2005, *G.O.* 2, 3577), was amended solely by the regulation to amend the regulation approved by Ministerial Order No. 2009-08 dated September 9, 2009 (2009, *G.O.* 2, 3693A).

Regulation to amend Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (11), (19.4), (20) and (34))

1. Section 1.1 of Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings is amended:

(1) in paragraph (c) of the definition of "internal control over financial reporting", by replacing the words "interim financial statements" with the words "interim financial reports";

(2) in the definition of "interim filings", by replacing the words "interim financial statements" with the words "interim financial report";

(3) by replacing the definition of "variable interest entity" with the following, and making the necessary changes:

"special purpose entity" has, in respect of an issuer, the meaning ascribed to that term in the issuer's GAAP;"

(4) in the definition of "proportionately consolidated entity", by replacing the word "revenues" with the word "revenue";

(5) after the definition of "financial period", by adding the following definition:

"financial statements" has the meaning ascribed to it in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;"

(6) by deleting the definition of "interim financial statements";

(7) in the definition of "material weakness", by replacing the words "annual or interim financial statements" with the words "annual financial statements or interim financial report";

(8) in the definition of "U.S. marketplace", by adding the word "and" after the word "Obligations;"

* Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings, approved by Ministerial Order No. 2008-16 dated November 25, 2008 (2008, *G.O.* 2, 5469), has not been amended since its approval

(9) in the definition of “issuer’s GAAP”, by replacing the words “Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency” with the words “Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards”;

(10) in the definition of “accounting principles”, by replacing the words “Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency approved by Ministerial Order no. 2005-08 dated May 19, 2005” with the words “Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards approved by Ministerial Order (indicate the number and date of the Ministerial Order approving the Regulation)”;

(11) by inserting the following after the definition of “interim filings”:

““interim financial report” means the interim financial report required to be filed under Regulation 51-102 respecting Continuous Disclosure Obligations;”.

2. Section 5.6 of the Regulation is amended by replacing, wherever they occur, the words “interim financial statements” with “interim financial reports”.

3. Section 6.2 of the Regulation is replaced with the following:

“6.2. Refiled interim financial report or interim MD&A

If an issuer refiles its interim financial report or interim MD&A for an interim period, it must file separate interim certificates for that interim period in Form 52-109F2R on the date that it refiles the interim financial report or interim MD&A, as the case may be.”.

4. Form 52-109F1 of the Regulation is amended:

(1) in paragraph 3, by replacing the words “results of operations” with the words “financial performance”;

(2) in paragraph 5.3, by replacing, wherever they occur, the words “variable interest entity” with the words “special purpose entity”;

(3) in the French text of paragraph 8, by replacing, wherever they occur, the word “vérificateurs” with the word “auditeurs” and the words “comité de vérification” with the words “comité d’audit” .

5. The Regulation is amended by replacing, wherever they occur, the words “results of operations”, “variable interest entity” and “interim financial statements” with, respectively, the words “financial performance”, “special purpose entity” and “interim financial report”.

6. This Regulation only applies to annual filings and interim filings for periods relating to financial years beginning on or after January 1, 2011.

However, an issuer may apply the amendments set out in this Regulation to annual filings and interim filings for periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 21, 2010 and if the issuer is relying on the exemption in section 5.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

7. This Regulation comes into force on January 1, 2011.

Regulation to amend Regulation 52-110 respecting Audit Committees*

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (11), (19.2) and (34))

1. The title of Regulation 52-110 respecting Audit Committees is amended, in the French text, by replacing the words “de vérification” with the words “d’audit”.

2. Section 1.1 of the Regulation is amended:

(1) by replacing the French text of the definition of “audit committee” with the following:

“« comité d’audit »: un comité ou l’équivalent, constitué par le conseil d’administration de l’émetteur et composé d’administrateurs, qui est chargé de surveiller les processus comptables et de communication de l’information financière de l’émetteur et les audits, par son auditeur externe, de ses états financiers et, en l’absence d’un tel comité, le conseil d’administration de l’émetteur;”;

(2) by replacing, in the definition of “accounting principles”, “, Auditing Standards and Reporting Currency approved by Minister’s Order no. 2005-08 dated

* Regulation 52-110 respecting Audit Committees, approved by Ministerial Order No. 2005-10 dated June 7, 2005 (2005, G.O. 2, 1997), was amended solely by the regulation to amend the regulation approved by Ministerial Order No. 2007-09 dated December 14, 2007 (2007, G.O. 2, 4077).