

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. Section 1.1 of Regulation 52-110 respecting Audit Committees is amended:

(1) by inserting, after the definition of “SEC foreign issuer”, the following:

““senior-unlisted issuer” has the same meaning as in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;”;

(2) by replacing the definition of “venture issuer” with the following:

““venture issuer” has the same meaning as in section 1 of Regulation 51-103 respecting Ongoing Governance and Disclosure Requirements for Venture Issuers;”.

2. Section 1.2 of the Regulation is amended by inserting, after paragraph (a), the following:

“(a.1) venture issuers;”.

3. The title of Part 6 and sections 6.1 and 6.2 of the Regulation are replaced with the following:

“PART 6 SENIOR-UNLISTED ISSUERS

“6.1. Senior-unlisted issuers

Senior-unlisted issuers are exempt from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

“6.2. Required Disclosure

(1) Subject to subsection (2), if management of a senior-unlisted issuer solicits proxies from the security holders of the senior-unlisted issuer for the purpose of electing directors to its board of directors, the senior-unlisted issuer must include in its management information circular the disclosure required by Form 52-110F2.

(2) A senior-unlisted issuer that is not required to send a management information circular to its security holders must provide the disclosure required by Form 52-110F2 in its AIF or annual MD&A.”.

4. Form 52-110F2 of the Regulation is amended by replacing the title with the following:

“FORM 52-110F2

“DISCLOSURE BY SENIOR-UNLISTED ISSUERS”.

5. This Regulation comes into force on *(indicate the date of coming into force of this Regulation)*.