

Whereas the Regulation 55-101 respecting insider reporting exemptions was made by ministerial order 2005-26 dated November 30, 2005;

Whereas there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 55-101 respecting insider reporting exemptions was published in the Bulletin of the Autorité des marchés financiers, volume 3, No. 43 of October 27, 2006;

WHEREAS on June 12, 2007, by the decision no. 2007-PDG-0118, the Authority made Regulation to amend Regulation 55-101 respecting insider reporting exemptions;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment Regulation to amend Regulation 55-101 respecting insider reporting exemptions appended hereto.

August 23, 2007

MINISTER OF FINANCE,
Monique Jérôme-Forget

Regulation to amend Regulation 55-101 respecting insider reporting exemptions*

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (3), (11) and (34); 2006, c. 50)

1. Section 1.1 of Regulation 55-101 respecting Insider Reporting Exemptions is amended:

(1) by replacing “10” with “20” in paragraphs (a) and (b) of the definition of “major subsidiary”;

(2) in the definition of “normal course issuer bid”, by replacing paragraph (b) with the following:

“(b) a normal course issuer bid as defined in the rules or policies of the Toronto Stock Exchange (TSX), the TSX Venture Exchange or an exchange that is a recognized exchange, as defined in Regulation 21-101 respecting Marketplace Operation adopted by the Com-

mission des valeurs mobilières du Québec pursuant to decision no. 2001-C-0409 dated August 28, 2001, that is conducted in accordance with the rules or policies of that exchange;”;

(3) by adding the following definition after the definition of “normal course issuer bid”:

““senior officer”, in a jurisdiction whose legislation does not define that term, means an officer as defined in the legislation of that jurisdiction;”.

2. The title of part 4 and sections 4.1 and 4.2 of the Regulation are repealed.

3. Section 5.2 of the Regulation is amended by adding the following paragraph after paragraph (2):

“(3) An insider who is an executive officer, as defined in Regulation 51-102 respecting Continuous Disclosure Obligations approved by Ministerial Order no. 2005-03 dated May 19, 2005, or a director of the reporting issuer or of a major subsidiary may not rely on the exemption in section 5.1 for the acquisition of stock options or similar securities granted to the insider unless the reporting issuer has previously disclosed in a notice filed on SEDAR the existence and material terms of the grant, including without limitation

(a) the date the options or other securities were issued or granted,

(b) the number of options or other securities issued or granted to each insider who is an executive officer or director referred to above,

(c) the price at which the options or other securities were issued or granted and the exercise price, and

(d) the number and type of securities issuable on the exercise of the options or other securities.”.

4. This Regulation comes into force on September 10, 2007.

8299

* Regulation 55-101 respecting Insider Reporting Exemptions was approved by Ministerial Order 2005-26 dated November 30, 2005 (2005, G.O. 2, 5234) and has not since been amended.