

REGULATION TO AMEND REGULATION 58-101 RESPECTING DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (8) and (19.5))

1. Form 58-101F1 of Regulation 58-101 respecting Disclosure of Corporate Governance Practices is amended:

(1) by inserting, in the French text of paragraph (a) of item 5 and after the words “à l’intention”, the words “des administrateurs,”;

(2) by replacing, in the French text of paragraph (a) of item (7), the words “des dirigeants” with the words “des administrateurs et des dirigeants”;

(3) by inserting, after item 9, the following:

“10. Term limits (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

Disclose whether or not the issuer has adopted term limits for the directors on its board. If the issuer has not adopted term limits, disclose why it has not.

“11. Policies regarding the representation of women on the board (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

(a) Disclose whether the issuer has adopted a policy for the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not.

(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:

(i) a short summary of its objectives and key provisions,

(ii) the measures taken to ensure that the policy has been implemented effectively,

(iii) annual and cumulative progress by the issuer on achieving the objectives of the policy, and

(iv) whether and, if so how, the board or its nominating committee measures the effectiveness of the policy.

“12. Consideration of the representation of women in the director identification and selection process (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

Disclose whether and, if so how, the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer’s reasons for not doing so.

“13. Consideration given to the representation of women in executive officer appointments (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

Disclose whether and, if so how, the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer’s reasons for not doing so.

“14. Issuer’s targets regarding the representation of women on the board and in executive officer positions (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

(a) For purposes of this Item, a “target” means a number or percentage, or a range of numbers and percentages, adopted by the issuer of women on the issuer’s board or in executive officer positions of the issuer by a specific date.

(b) Disclose whether the issuer has adopted target(s) regarding women on the issuer’s board. If the issuer has not adopted such target(s), disclose why it has not.

(c) Disclose whether the issuer has adopted target(s) regarding women in executive officer positions of the issuer. If the issuer has not adopted such target(s), disclose why it has not.

(d) If the issuer has adopted target(s) referred to in either Item 14(b) or (c), disclose the annual and cumulative progress of the issuer in achieving its target(s).

“15. Number of women on the board and in executive officer positions (Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Northwest Territories and Nunavut only)

(a) Disclose the number and proportion (in percentage terms) of directors on the issuer’s board who are women.

(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all subsidiary entities of the issuer, who are women.”;

(4) by adding, after instruction 3.1, the following:

“(4) An issuer may disclose any additional information that is relevant in order to understand the context of the information disclosed by the issuer under Item 15(a) or (b) of this Form.

“(5) An issuer may incorporate information required to be disclosed under Items 10 to 15 by reference to another document. The issuer must clearly identify the reference document or any excerpt of it that the issuer incorporates into the disclosure provided under Items 10 to 15. Unless the issuer has already filed the reference document or excerpt under its SEDAR profile, the issuer must file it at the same time as it files the document containing the disclosure required under this Form.”.

2. This Regulation only applies to disclosure required to be prepared under Part 2 of Regulation 58-101 respecting Disclosure of Corporate Governance Practices and included in documents required to be prepared, filed, delivered or sent under Regulation 51-102 respecting Continuous Disclosure Obligations for periods relating to financial years ending on or after •.

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