

## REGULATION TO AMEND REGULATION 61-101 RESPECTING PROTECTION OF MINORITY SECURITY HOLDERS IN SPECIAL TRANSACTIONS

Securities Act

(chapter V-1.1, s. 331.1, par. (11), (24) and (34))

1. Section 1.1 of Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions (c. V-1.1, r. 33) is amended:

(1) by deleting, in the definition of the expression “bid”, the words “, and in Ontario, a formal take-over bid or formal issuer bid as defined in section 89(1) of the *Securities Act* (R.S.O., 1990, c. S.5)”;

(2) by deleting, in the definition of the expression “issuer bid”, the words “, and in Ontario, section 89(1) of the *Securities Act*”;

(3) by deleting, in the definition of the expression “joint actors”, the words “and in Ontario, section 91 of the *Securities Act*”;

(4) in the definition of the expression “market capitalization”:

(a) by deleting, in subparagraph (ii) of paragraph (a), the words “and in Ontario, subsections 1.3 (1), (2) and (3) of Ontario Securities Commission Rule 62-504 *Take-Over Bids and Issuer Bids*”;

(b) by deleting, in subparagraph (ii) of paragraph (b), the words “and in Ontario, subsections 1.3 (1), (2) and (3) of Rule 62-504 *Take-Over Bids and Issuer Bids*”;

(5) by deleting, in the definition of the expression “offeree issuer”, the words “, and in Ontario, section 89(1) of the *Securities Act*”;

(6) by deleting, in the definition of the expression “offeror”, the words “, and in Ontario, section 89(1) of the *Securities Act*”;

(7) by deleting, in the definition of the expression “take-over bid”, the words “, and in Ontario, section 89(1) of the *Securities Act*”.

2. Section 1.6 of the Regulation is amended by replacing paragraph (2) with the following:

“(2) For the purposes of the definitions of collateral benefit, control person, downstream transaction and related party, in determining beneficial ownership, the provisions of section 1.8 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids (c. V-1.1, r. 35) apply.”.

3. Section 2.2 of the Regulation is amended by deleting, in subparagraph (d) of paragraph (1), the words “and in Ontario, Form 62-504F2 *Issuer Bid Circular* of Rule 62-504 *Take-Over Bids and Issuer Bids*”.

4. Section 4.2 of the Regulation is amended by deleting, in subparagraph (a) of paragraph (3), the words “and in Ontario, Form 62-504F2 *Issuer Bid Circular* of Rule 62-504 *Take-Over Bids and Issuer Bids*”.

5. Section 5.3 of the Regulation is amended by deleting, in subparagraph (a) of paragraph (3), the words “and in Ontario, Form 62-504F2 *Issuer Bid Circular* of Rule 62-504 *Take-Over Bids and Issuer Bids*”.

6. Section 6.10 of the Regulation is amended by deleting the words “and in Ontario, sections 94.7 and 96.1 of the Securities Act (R.S.P. 1990, c. S.5)”.

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