

REGULATION TO AMEND REGULATION 62-103 RESPECTING THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (8), (22) and (34))

1. Paragraph (1) of section 1.1 of Regulation 62-103 respecting the Early Warning System and Related Take-over Bid and Insider Reporting Issues is amended by:

(1) deleting, in the definition of “acting jointly or in concert”, the words “or company”;

(2) replacing the definition of “moratorium provisions” with the following:

““moratorium provisions” means the provisions set out in subsection 5.2(3) of Regulation 62-104 respecting Take-over Bids and Issuer Bids and, in Ontario, subsection 102.1(3) of the Securities Act (Ontario);”;

(3) deleting, in the definition of “entity”, the words “or company”;

(4) replacing the definition of “offeror” with the following:

““offeror” has the meaning ascribed to that term in section 1.1 of Regulation 62-104 respecting Take-over Bids and Issuer Bids and, in Ontario, subsection 89(1) of the Securities Act (Ontario);”;

(5) adding the following definition after the definition of “applicable provisions”:

““associate” has same meaning ascribed to that term in section 1.1 of Regulation 62-104 respecting Take-over Bids and Issuer Bids approved by Ministerial Order (*indicate the number and date of the Ministerial Order approving the Regulation*) and, in Ontario, has the meaning ascribed under paragraphs (a.1) to (f) of the definition of “associate” in subsection 1(1) of the Securities Act (Ontario);”;

(6) replacing the definition of “formal bid” with the following:

““formal bid”

(a) means a take-over bid or issuer bid made in accordance with Part 2 of Regulation 62-104 respecting Take-over Bids and Issuer Bids, and

(b) in Ontario, has the meaning ascribed to that term in subsection 89(1) of the Securities Act (Ontario);”;

(7) replacing the definition of “private mutual fund” with the following:

““private mutual fund” means

(a) a private investment club referred to in section 2.20 of Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order no. 2005-20 dated August 12, 2005, or

(b) a private investment fund referred to in section 2.21 of Regulation 45-106 respecting Prospectus and Registration Exemptions;”;

(8) replacing the definition of “offeror's securities” with the following:

““offeror's securities” has the meaning ascribed to that term in section 1.1 of Regulation 62-104 respecting Take-over Bids and Issuer Bids and, in Ontario, subsection 89(1) of the Securities Act (Ontario);”;

(7) replacing the definition of “early warning requirements” with the following:

““early warning requirements” means the requirements set out in subsections 5.2(1) and 5.2(2) of Regulation 62-104 respecting Take-over Bids and Issuer Bids and, in Ontario, subsections 102.1(1) and 102.1(2) of the Securities Act (Ontario);”.

2. Paragraph (1) of section 2.1 of the Regulation is replaced with the following:

“(1) Subject to subsection (2), in determining its securityholding percentage in a class of securities for the purposes of the early warning requirements or Part 4, an entity may rely upon information most recently provided by the issuer of the securities in a material change report or under section 5.4 of Regulation 51-102 respecting Continuous Disclosure Obligations approved by Ministerial Order no. 2005-03 dated May 19, 2005, whichever contains the most recent information.”.

3. Paragraph (b) of section 5.1 of the Regulation is replaced with the following:

“(b) the business unit is not a joint actor with any other business unit with respect to the securities, determined without regard to the provisions of securities legislation that deem an affiliate, and presume an associate, to be acting jointly or in concert with an offeror;”.

4. Section 8.3 of the Regulation is amended by deleting the words “or company” wherever they appear.

5. Appendix B to the Regulation is repealed.

6. Appendix C to the Regulation is repealed.

7. Appendix D to the Regulation is replaced with the following:

“APPENDIX D

BENEFICIAL OWNERSHIP

JURISDICTION	SECURITIES LEGISLATION REFERENCE
ALBERTA	Sections 5 and 6 of the Securities Act (Alberta) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
BRITISH COLUMBIA	Subsection 1(4) of the Securities Act (British Columbia) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
MANITOBA	Subsections 1(6) and 1(7) of the Securities Act (Manitoba) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
NEW BRUNSWICK	Subsections 1(5) and 1(6) of the Securities Act (New Brunswick) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
NEWFOUNDLAND AND LABRADOR	Subsections 2(5) and 2(6) of the Securities Act (Newfoundland and Labrador) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
NORTHWEST	Sections 1.8 and 1.9 of Regulation 62-104 respecting

TERRITORIES	Take-Over Bids and Issuer Bids
NOVA SCOTIA	Subsections 2(5) and 2(6) of the Securities Act (Nova Scotia) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
NUNAVUT	Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
ONTARIO	Subsections 1(5) and 1(6) and sections 90 and 91 of the Securities Act (Ontario)
PRINCE EDWARD ISLAND	Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
QUEBEC	Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
SASKATCHEWAN	Subsections 2(5) and 2(6) of The Securities Act, 1988 (Saskatchewan)" and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids
YUKON TERRITORY	Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids".

8. Appendix E to the Regulation is amended by:

- (1) adding the following after paragraph (e):

“(e.1) the value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release;”;

(2) in paragraph (i), adding “, in Canadian dollars” after “value” and strike “and” at the end of the paragraph;

(3) replacing “.” at the end of paragraph (j) with“; and” and adding the following after paragraph (j):

“(k) if applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.”.

9. The Regulation is amended by deleting the words “or company” and “or companies” wherever they appear.

10. This Regulation comes into force on February 1, 2008.