

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), (11), (21), (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:

(1) by adding the following definition after the definition of “private mutual fund”:

““related financial instrument” has the meaning ascribed to that term in Regulation 55-104 respecting insider Reporting Requirements and Exemptions;”;

(2) by adding the following definition after the definition of “securityholding percentage”:

““significant change in a related financial instrument position” means, in relation to an entity and a related financial instrument that involves, directly or indirectly, a security of a reporting issuer, any change in the entity’s interest in, or rights or obligations associated with, the related financial instrument if the change has a similar economic effect to an increase or decrease in the entity’s securityholding percentage in a class of voting or equity securities of the reporting issuer by 2.5 percent or more;”.

2. Section 9.1 of the Regulation is amended:

(1) in paragraph (1):

(a) by replacing “(3) and (4),” with “(3), (3.1) and (4),”;

(b) by replacing, in sub-paragraph (a) of the French text, “pourcentage actuel de participation” with “pourcentage de participation actuel”; and

(c) by adding the following sub-paragraph after sub-paragraph (a):

““(a.1) the report referred to in paragraph (a) discloses, in addition to any other required disclosure,

(i) the eligible institutional investor’s interest in any related financial instrument involving a security of the reporting issuer that is not otherwise reflected in the current securityholding percentage of the eligible institutional investor; and

(ii) the material terms of the related financial instrument;”;

(2) by adding the following subsection after paragraph (3):

“(3.1) Despite subsection (1), an eligible institutional investor that is filing reports under the early warning requirements or Part 4 for a reporting issuer may rely upon the exemption contained in subsection (1) only if the eligible institutional investor treats a significant change in a related financial instrument position as a change in a material fact for the purposes of securities legislation pertaining to the early warning requirements or section 4.6 of this Regulation.”.

3. Appendix A of the Regulation is amended:

(1) by replacing “Clause 1(b.1)(iii) of the *Securities Act* (Prince Edward Island)” with “Subclause (iii) of the definition of “distribution” contained in clause 1(k) of the *Securities Act* (Prince Edward Island)”;

(2) by adding the following after “(Newfoundland)”:

“NORTHWEST TERRITORIES Paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the *Securities Act* (Northwest Territories)”;

(3) by adding the following after “(Saskatchewan)”:

“YUKON TERRITORY Paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the *Securities Act* (Yukon Territory)”.

4. Appendix D of the Regulation is amended:

(1) opposite “PRINCE EDWARD ISLAND”, by replacing “Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids” and substituting “Section 11 of the *Securities Act* (Prince Edward Island) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids”;

(2) opposite “NORTHWEST TERRITORIES”, by replacing “Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids” with “Section 11 of the *Securities Act* (Northwest Territories) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids”;

(3) opposite “YUKON TERRITORY”, by replacing “Sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids” with “Section 11 of the *Securities Act* (Yukon Territory) and sections 1.8 and 1.9 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids”.

5. This Regulation comes into force on April 30, 2010.