

REGULATION TO AMEND REGULATION 71-102 RESPECTING CONTINUOUS DISCLOSURE AND OTHER EXEMPTIONS RELATING TO FOREIGN ISSUERS

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

1. Section 1.1 of Regulation 71-102 respecting Continuous Disclosure and Other Exemptions relating to Foreign Issuers is amended by replacing the definition of the expression “marketplace” with the following:

““marketplace” has the same meaning as in Regulation 21-101 respecting Marketplace Operation;”.

2. Section 4.7 of the Regulation is amended by replacing subparagraphs (a) and (b) of paragraph (2) with the following:

“(a) the aggregate published trading volume of the class on the TSX, Aequitas NEO Exchange Inc., the Canadian Securities Exchange and the TSX Venture Exchange exceeded the aggregate published trading volume of the class on all U.S. markets

(i) for the 12 calendar month period before commencement of the proxy solicitation, if there is no other proxy solicitation for securities of the same class in progress, or

(ii) for the 12 calendar month period before commencement of the first proxy solicitation, if another proxy solicitation for securities of the same class is already in progress;

(b) the information disclosed by the SEC foreign issuer in its most recent Form 10-K or Form 20-F filed with the SEC under the 1934 Act demonstrated that paragraph (a) of the definition of “foreign reporting issuer” applied to the SEC foreign issuer; or”.

3. Section 5.8 of the Regulation is amended by replacing subparagraph (a) of paragraph (2) with the following:

“(a) the aggregate published trading volume of the class on the TSX, Aequitas NEO Exchange Inc., the Canadian Securities Exchange and the TSX Venture Exchange exceeded the aggregate trading volume on securities marketplaces outside Canada

(i) for the 12 calendar months before commencement of the proxy solicitation, if there is no other proxy solicitation for securities of the same class in progress, or

(ii) for the 12 calendar month period before the commencement of the first proxy solicitation, if another proxy solicitation for securities of the same class is already in progress;”.

4. This Regulation comes into force on November 17, 2015.