

M.O., 2025-02**Order number V-1.1-2025-02 of the Minister of Finance dated 16 January 2025**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure

WHEREAS paragraphs 1, 3, 6, 6.1, 6.2, 8 and 14 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 81-101 respecting Mutual Fund Prospectus Disclosure was made by the decision no. 2001-C-0283 dated 12 June 2001 (*Bulletin de la Commission des valeurs mobilières du Québec*, vol. 32, no. 26 of 29 June 2001);

WHEREAS there is cause to amend this Regulation;

WHEREAS the draft regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure was published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 19, no. 3 of 27 January 2022;

WHEREAS the *Autorité des marchés financiers* made, on 7 January 2025, by the decision no. 2025-PDG-0002, Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure;

WHEREAS there is cause to approve this Regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure appended hereto.

January 16, 2025

ERIC GIRARD
Minister of Finance

REGULATION TO AMEND REGULATION 81-101 RESPECTING MUTUAL FUND PROSPECTUS DISCLOSURE

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (6), (6.1), (6.2), (8) and (14))

1. Section 2.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38) is amended:

(1) by adding, after subparagraph (e) of paragraph (1), the following:

“(f) that files a fund facts document without a simplified prospectus must file the fund facts document, for each class or series of securities of the mutual fund, prepared in accordance with Form 81-101F3.”;

(2) by striking out paragraph (2).

2. Section 2.3 of the Regulation is amended by inserting, after paragraph (5.1), the following:

“(5.2) A mutual fund that files a fund facts document without a preliminary, pro forma or simplified prospectus must

(a) file, with that fund facts document, the following documents if there has been a material change to the mutual fund and if that material change relates to information disclosed in the most recently filed fund facts document:

(i) an amendment to the corresponding simplified prospectus, certified in accordance with Part 5.1;

(ii) a copy of any material contract, and any amendment to a material contract, that have not previously been filed, and

(b) at the time that fund facts document is filed, deliver or send to the securities regulatory authority

(i) a copy of the fund facts document for each class or series of securities of the mutual fund, blacklined to show changes, including the text of deletions, from the most recently filed fund facts document, and

(ii) if there has been a material change to the mutual fund and if that material change related to information disclosed in the most recently filed fund facts document, the following documents:

(A) if an amendment to the simplified prospectus is filed, a copy of the simplified prospectus blacklined to show changes, including the text of deletions, from the most recently filed simplified prospectus, and

(B) details of any changes to the personal information required to be delivered under subparagraph (1)(b)(ii), (2)(b)(iv) or (3)(b)(iii), in the form of the Personal Information Form and Authorization, since the delivery of that information in connection with the filing of the simplified prospectus of the mutual fund or another mutual fund managed by the manager.”.

3. Section 2.5 of the Regulation is replaced with the following:

“2.5. Lapse Date

(1) In this section, “lapse date” means, with reference to the distribution of a security that has been qualified under a simplified prospectus, the date that is 24 months after the date of the previous simplified prospectus relating to the security.

(2) A mutual fund must not continue the distribution of a security to which the prospectus requirement applies after the lapse date unless the mutual fund files a new simplified prospectus that complies with securities legislation and a receipt for that new simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority.

(3) Despite subsection (2), a distribution may be continued for a further 24 months after a lapse date if

(a) the mutual fund files a fund facts document for each class or series of securities of the mutual fund no earlier than 13 months and no later than 11 months before the lapse date of the previous simplified prospectus,

(b) the mutual fund delivers a pro forma simplified prospectus not less than 30 days before the lapse date of the previous simplified prospectus,

(c) the mutual fund files a new simplified prospectus not later than 10 days after the lapse date of the previous simplified prospectus, and

(d) a receipt for the new simplified prospectus is issued by the regulator or, in Québec, the securities regulatory authority within 20 days after the lapse date of the previous simplified prospectus.

(4) For greater certainty, the continued distribution of securities after the lapse date does not contravene subsection (2) unless any of the conditions of subsection (3) are not complied with.

(5) Subject to any applicable extension granted under subsection (6), if a condition in subsection (3) is not complied with, a purchaser may cancel a purchase made in a distribution after the lapse date, in reliance on subsection (3), within 90 days after the purchaser first became aware of the failure to comply with the condition.

(6) The regulator or, in Québec, the securities regulatory authority may, on an application of a mutual fund, extend, subject to such terms and conditions as it may impose, the times provided by subsection (3) where in its opinion it would not be prejudicial to the public interest to do so.”

4. The Regulation is amended by inserting, after section 2.5, the following:

“2.5.1. Lapse Date – Ontario

In Ontario, the lapse date prescribed by securities legislation for a simplified prospectus for a mutual fund is extended to the date that is 24 months after the date of the previous simplified prospectus relating to the mutual fund in accordance with section 2.5.”

5. Form 81-101F1 of the Regulation is amended:

(1) in item 4.16 of Part A:

(a) by replacing “during the most recently completed financial year”, in paragraphs (2), by “during each of the two most recently completed financial years”;

(b) by replacing “during the most recently completed financial year”, in paragraphs (3), by “during each of the two most recently completed financial years”;

(2) in Part B:

(a) by replacing all occurrences of “12-month”, in paragraph (7) of item 5 and in paragraph (8) of item 9, by “24-month”;

(b) by replacing “in the last year”, in paragraph (7) of item 6, by “in each of the last two years”.

6. Form 81-101F3 of the Regulation is amended by adding, at the end of the Instruction of item 1 of Part I, the following:

“The date for a fund facts document filed in accordance with subparagraph 2.3(5.2)(b)(i) of the Regulation must be the date within three business days of filing. The date for a fund facts document filed in accordance with subparagraph 2.3(5.2)(b)(ii) of the Regulation must be the date of the certificate contained in the related amended simplified prospectus.”

Transition

7. (1) Except in Ontario, if a mutual fund has filed a simplified prospectus and a receipt for that simplified prospectus was issued before 3 March 2025,

(a) section 2.5 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure, as enacted by this Regulation, does not apply, and

(b) for greater certainty, section 2.5 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure, as it was in force on 2 March 2025, applies.

(2) In Ontario, if a mutual fund has filed a simplified prospectus and a receipt for that simplified prospectus was issued before 3 March 2025,

(a) sections 2.5 and 2.5.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure, as enacted by this Regulation, do not apply, and

(b) for greater certainty, the lapse date prescribed by securities legislation in Ontario for a simplified prospectus for a mutual fund, as that legislation was in force on 2 March 2025, applies.

Effective Date

8. (1) This Regulation comes into force on 3 March 2025.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 3 March 2025, this Regulation come into force on the day on which it is filed with the Registrar of Regulations.

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