

THE MANITOBA SECURITIES COMMISSION
MSC RULE 2007-18
(Section 149.1, *The Securities Act*)

AMENDMENT INSTRUMENT FOR
NATIONAL INSTRUMENT 44-103
POST-RECEIPT PRICING

1. *This Instrument amends National Instrument 44-103 Post-Receipt Pricing.*

2. *National Instrument 44-103 Post-Receipt Pricing is amended by striking out "security holder" wherever it occurs and substituting "securityholder".*

3. *Subsection 1.1(2) is repealed and the following is substituted:*

"1.1(2) Every term that is defined or interpreted in NI 41-101 or NI 44-101, the definition or interpretation of which is not restricted to a specific portion of NI 41-101 or NI 44-101, has, if used in this Instrument, the meaning ascribed to it in NI 41-101 or NI 44-101, unless otherwise defined or interpreted in this Instrument."

4. *Subsection 3.2(1) is amended*

(a) by repealing paragraph 7. and substituting the following:

"7. The prospectus certificates required by Part 5 of NI 41-101 and other securities legislation,

(a) in the following issuer certificate form:

"The [insert, if applicable, "short form"] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute, full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified]."; and

(b) in the following underwriter certificate form:

"To the best of our knowledge, information and belief, this [insert, if applicable "short form"] prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified]."";

(b) by repealing paragraph 8.; and

(c) by repealing paragraph 9.

5. *Paragraph 8. of section 3.3 is repealed and the following is substituted:*

"8. The identity of the members of the underwriting syndicate, other than the lead underwriter and any co-lead underwriter, and the disclosure required under Item 14 of Form 44-101F1 or Item 25 of Form 41-101F1."

6. Section 3.6 is repealed and the following is substituted:

"Amendment to a base PREP prospectus

3.6(1) For an amendment to a base PREP prospectus, other than an amendment filed under section 2.4 to opt out of the PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), and if the amendment is not a restatement of the base PREP prospectus, insert the phrase "as amended by this amendment" after the reference in each certificate form to the prospectus.

3.6(2) For an amended and restated base PREP prospectus, other than an amended and restated base PREP prospectus filed under section 2.4 to opt out of the PREP procedures, in respect of a base PREP prospectus that included the issuer certificate form or the underwriter certificate form in subsection 3.2(1), preface the reference to the prospectus in each certificate form with the phrase "this amended and restated".

7. Section 4.1 is amended by striking out "and, in Québec, to contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed".

8. Section 4.4 is amended

(a) in subsection (1), by striking out "percent" and substituting "%";

(b) in subsection (2),

(i) by striking out "percent" and substituting "%", and

(ii) by adding "Part 6 of NI 41-101 or other" before "securities legislation that require the filing"; and

(c) in subsection (3),

(i) by adding "Part 6 of NI 41-101 or other" before "securities legislation that require the filing", and

(ii) by striking out "certificates" wherever it occurs and substituting "issuer certificate form and underwriter certificate form".

9. Subsection 4.5(2) is amended

(a) by repealing paragraph 3. and substituting the following:

"3. The prospectus certificates required by Part 5 of NI 41-101 or other securities legislation,

(a) in the following issuer certificate form:

"This [insert, if applicable, "short form"] prospectus [insert in the case of a short form prospectus distribution – ", together with the documents incorporated by reference"] constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required under securities legislation of [insert name of each jurisdiction in which qualified]."; and

(b) in the following underwriter certificate form:

"To the best of our knowledge, information and belief, this [insert, if applicable, "short form"] prospectus [insert in the case of a short form prospectus distribution – ", together with the documents incorporated by reference,"] constitutes full, true and plain disclosure of all material

facts relating to securities offered by this prospectus as required under the securities legislation of [insert name of each jurisdiction in which qualified].";;

(b) by repealing paragraph 4.; and

(c) by repealing paragraph 5.

10. Section 4.7 is repealed and the following is substituted:

"Amendment to a Supplemented PREP Prospectus

4.7 An amendment to a supplemented PREP prospectus shall contain the form of certificates set out in subsection 4.5(2) for a supplemented PREP prospectus with the following changes:

1. If the amendment is not a restatement of the supplemented PREP prospectus, the phrase "as amended by this amendment" inserted after the reference in each certificate form to the prospectus.
2. If the amendment is an amended and restated supplemented PREP prospectus, the reference in each certificate form to the prospectus prefaced by the phrase "this amended and restated".

11. Section 4.10 is amended

(a) by striking out "securities legislation" wherever it occurs and substituting "Part 9 of NI 41-101"; and

(b) by striking out "or delivered to the regulator", "or delivered, as the case may be," and "or redelivered, as the case may be,".

12. Section 6.1 is amended by adding the following subsection (2.1) after subsection (2):

"6.1(2.1) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction."

13. Subsection 6.2(2) is repealed and the following is substituted:

"6.2(2) The issuance of a receipt for a base PREP prospectus or an amendment to a base PREP prospectus is not evidence that the exemption is being granted unless

(a) the person or company that sought the exemption sent to the regulator

(i) the letter or memorandum referred to in subsection 6.1(3), on or before the date of the filing of the preliminary base PREP prospectus, or

(ii) the letter or memorandum referred to in subsection 6.1(3) after the date of the filing of the preliminary base PREP prospectus and received a written acknowledgement from the regulator that the exemption may be evidenced in the manner set out in subsection (1), and

(b) the regulator has not before, or concurrently with, the issuance of the receipt sent notice to the person or company that sought the exemption, that the exemption sought may not be evidenced in the manner set out in subsection (1)."

14. This Instrument comes into force on March 17, 2008.

15. This Instrument may be cited as MSC Rule 2007-18.